

CONSTITUTION

ARTICLE I- NAME

The name of this non-profit, member organization is the Minnesota Government Engineering Council (MGEC).

ARTICLE II- OBJECTIVES

1. To promote the highest standards of engineering and professional practice among its members and associates.
2. To act as the exclusive bargaining representative for an appropriate unit or units composed of a member group or groups as the laws of the State of Minnesota may allow, to negotiate and administer collective bargaining contracts and to deal with public employers concerning grievances and terms and conditions of employment.
3. To advance the professional and economic status of the members and associates.
4. To encourage participation in engineering and related professional societies, and to provide a means of exchanging information and expressing opinions on matters pertinent to furthering high engineering, professional, and technical standards.
5. To assist engineering and other related professional organizations in activities which are in the best interests of the members and associates.

ARTICLE III- MEMBERSHIP

Persons eligible for membership in MGEC shall be any person meeting the requirements established for each membership type. An individual only needs to be a member under one type; they do not need to qualify under all types.

Membership Types and Eligibility:

Full Member: Full Members of MGEC must be employees of the State of Minnesota that are included in Unit (12) "Professional Engineering Unit" as established by Minnesota Statutes and complete a membership card that they agree to be Full Members and pay full dues (as set by the MGEC Executive Board).

Supporting Member: Individuals must be employees of the State of Minnesota that are included in Unit (12) "Professional Engineering Unit" as established by Minnesota Statutes. These members voluntarily support MGEC but do not wish to be Full Members. Supporting Members have limited rights of membership. Supporting members are restricted from voting or holding office; other rights may also be restricted by policy. Supporting Members must complete a membership card that they agree to be Supporting Members and pay the supporting member dues (as set by the MGEC Executive Board).

Associate Member: Associates of MGEC are persons who are: Registered Professional Engineers or related professionals who are employed by the State of Minnesota and are not included in Unit # 12, and who voluntarily choose to remain associated with MGEC after having been previous Full Members or Supporting Members. Associate Members do not have the right to vote or hold office. Associate member eligibility: Past MGEC Full Members or Supporting Members.

Honorary Life Member: Honorary Life Members cannot vote or hold office. Honorary life members must have been a Full Member, Supporting Member, or Associate Member in good standing of MGEC for at least three (3) consecutive years immediately preceding his/her/their retirement.

Chapter Member: Members of a Chapter as authorized in ARTICLE XIV.

Represented Non-Member: Persons eligible to be members of MGEC who decline membership. These individuals choose not to pay any dues in support of MGEC. Represented Non-Members are represented by MGEC and covered by the Agreement between the State of Minnesota and MGEC (terms and conditions negotiated by MGEC). These individuals have no rights to MGEC member privileges and benefits.

As long as one of the above requirements is met, membership shall be open to all people, regardless of age, creed, race, color, sex, sexual orientation, gender identity, socioeconomic status, disability, national origin, or status as a veteran. This list is not exhaustive.

Voting Rights:

Only Full Members of the organization have voting rights on matters coming before MGEC, except that, if MGEC is certified as the exclusive representative of any group of its members for collective bargaining purposes, voting on said groups' contractual matters shall be restricted to the Full Members of that particular group.

ARTICLE IV- FUNDS

Operating funds shall be acquired as provided in the By-Laws. Use of operating funds may be categorized and restricted as set forth in the By-Laws and policies.

ARTICLE V- ADMINISTRATION

1. The governing body of this organization shall be the Executive Board. The Executive Board shall consist of:
 - President
 - Vice President
 - Secretary
 - Treasurer
 - A minimum of six Directors selected from Full Members of MGEC
 - The most recent Past President available
 - One Director from each Chapter (if applicable)
2. The Executive Board shall be custodian of all properties of MGEC.
3. All members of the Executive Board will be notified of the date, time, and location of Executive Board meetings.
4. A majority of the voting members of the Executive Board constitutes a quorum.
5. All administrative affairs requiring a vote will be conducted by a majority vote of the attending voting members of the Executive Board provided a quorum is present.
6. There will also be an Executive Committee, which consists of the:
 - President

- Vice President
- Secretary
- Treasurer
- Past President

The function(s) of the Executive Committee will be described in the By-Laws. The Executive Committee will meet as determined by the President. All members of the Executive Committee will be notified of the date, time, and location of Executive Committee meetings.

7. If any Officer or Director of this organization ceases to be eligible to hold office, he/she/they will resign his/her/their position on the Executive Committee and/or Executive Board within one month of when eligibility is lost. This period may be adjusted by a majority vote of the Executive Board.

ARTICLE VI- OFFICERS

1. The Officers of MGEC are:

- President
- Vice President
- Secretary
- Treasurer
- Past President

2. Should the Office of President become vacant, the vacancy will be filled by the Vice President.

3. Should a vacancy occur in any other office or Directorship (except for the Past President or a Chapter Director), it may be filled for the remaining regular term by appointment of the Executive Board.

4. Should the Vice President accede to the Office of President because of a vacancy in that office, he/she/they will complete that term followed by his/her/their own term of office as set forth in ARTICLE VII, Section 2.
5. Should both the Office of the President and the Office of the Vice President become vacant at the same time, the Past President will call a meeting of the Executive Board. The Executive Board will fill the remaining regular terms by appointment.
6. Should the Office of Vice President become vacant and that vacancy filled by appointment of the Executive Board, the Vice President so appointed will not accede to the Office of President as stated in ARTICLE VII, Section 2, of this Constitution. The positions of President and Vice President will, under these circumstances, be filled at the next general election. If either the President or Vice President are appointed to their office to fill a vacancy, they are eligible to run in the next general election for those positions.
7. Nominations are not accepted for the Office of Past President. The office of Past President will be filled by the most recent outgoing President. In the event the most recent Past President is elected to another MGEC position or becomes ineligible for office, the Office of the Past President will be appointed by the Executive Board from the most recent previous Past President willing to serve. The Past President position may also remain vacant for the remaining regular term.

ARTICLE VII- TERMS OF OFFICE

1. The term of office for the President, Vice President and Past President is one administrative year.
2. The Vice President will serve in that office for one administrative year and at the end of that administrative year accede to the Office of President.
3. The President will serve in that office for one administrative year and at the end of that administrative year accede to the Office of Past President.

4. The term of office for the officer positions of Treasurer and Secretary is two administrative years.
5. The Directors elected will serve for a term of two administrative years with the terms of about half of their number expiring at the end of each administrative year.
6. Except for the President and the Vice President, any officer may be nominated to succeed himself/herself/themselves.

ARTICLE VIII- DUTIES OF OFFICERS

The duties of the officers will be as specified in the By-Laws.

ARTICLE IX- ELECTION OF OFFICERS AND DIRECTORS

1. The Executive Board will establish the Election Day as the last day when ballots may be accepted for consideration in the election cycle. Early balloting, after the election date is announced, is available.
2. During the election cycle the President will establish an ad-hoc Nominating Committee. The Nominating Committee will consist of at least three Full Members who are both not running for office on the current ballot and are not members of the Teller Committee; members of the Nominating Committee are to be approved by the Executive Board. The Nominating Committee will strive to nominate at least one candidate for each Officer position and at least two candidates for each Director position to be filled. The Nominating Committee will strive to nominate candidates from agencies other than MnDOT so that at least two directorships on the Executive Board will be held by Full Members not employed by MnDOT.
3. The Nominating Committee will arrange candidates on the ballot as set forth in the policies.
4. The names of the nominees shall be presented to MGEC Full Members preceding Election Day.
5. Ballots will be prepared with the names of the nominated candidates grouped under the heading of the Office or Directorship for which they are nominated. Each grouping will contain one blank

line (or data field) where the voting member may write in the name of any member as the candidate of his/her/their choice and vote for such candidate.

6. During the election cycle the President will establish an ad-hoc Teller Committee. The Teller Committee will consist of at least three Full Members who are both not running for office on the current ballot and are not members of the Nominating Committee; members of the Teller Committee are to be approved by the Executive Board.
7. Ballots will be sent to all Full Members at their last known address or be provided to Full Members by an electronic balloting system, at least fifteen (15) calendar days prior to the designated Election Day. Ballots must be received electronically or at the MGEC office on the designated Election Day.
8. After all eligible ballots have been received, the votes will be reviewed by the Teller Committee and certified; the certification will be submitted to the President.
9. The candidate receiving the highest number of votes cast for the particular Officer position or Directorship will be declared elected to that position.
10. In the event of a tie vote, the election will be decided by a coin toss.
11. The ad-hoc Nominating and Teller committees will be dissolved following the elections and certification of the results.

ARTICLE X- REMOVAL OF OFFICERS AND DIRECTORS

The following procedure will be used to remove an Officer or Director from the Office or Directorship held in MGEC. This Article shall not apply to a duly elected Director representing a Chapter. Removal of a Director representing a Chapter shall be the exclusive prerogative of the Chapter.

1. A statement of charges in writing will be presented to the Officer or Director being charged. The statement of charges shall originate with a majority vote of the members of the Executive Board,

exclusive of the Officer or Director being charged, or by a petition signed by ten percent of the Full Members of MGEC.

2. The Officer or Director charged will be allowed fourteen (14) calendar days to submit a rebuttal to all charges made. This time limit may be extended at the discretion of the Executive Board if in their opinion there are extenuating circumstances.
3. If the Officer or Director does not choose to rebut the charges made within the allotted time or any extension thereof, the Officer or Director will be summarily dismissed, and a successor appointed to fill the vacancy under the terms of ARTICLE VI, Section 2 or 3, of this Constitution.
4. If the Officer or Director submits a rebuttal to the charges, copies of the charges and rebuttal will be prepared after text review by the Executive Board and by the Officer or Director charged. Copies, along with a ballot, will be submitted to all Full Members of this organization at their last known address or e-mail address at least fifteen (15) calendar days prior to a date specified by the Executive Board.
5. Ballots shall be returned to the Executive Board on the date specified. Ballots will be reviewed and tabulated by two Full Members - one appointed by the Executive Board and a second appointed by the Officer or Director charged. A tabulation of the votes by the two Full Members will be submitted to the Executive Board.
6. If two thirds of the votes cast are in favor of removal of the officer or director charged, he/she/they will be summarily dismissed by the Executive Board and a successor appointed to the vacancy under the terms of ARTICLE VI, Section 2 or 3, of this Constitution.
7. In extreme circumstances, the remaining members of the Executive Board, by unanimous vote, may immediately remove or suspend an Officer or Director when in the best interest of MGEC.

ARTICLE XI- AMENDMENTS

1. Amendments to this Constitution may be proposed by either of the following:

- a. A majority vote of the Executive Board.
 - b. A petition signed by not less than ten percent of the eligible Full Members. The amendment will be submitted to all Full Members within ninety (90) calendar days after receipt by the Executive Board.
2. Copies of the amendments along with a ballot will be submitted to all Full Members of MGEC at their last known address, or by electronic balloting, at least fifteen (15) calendar days prior to a date specified by the Executive Board.
 3. The President will establish an ad-hoc Teller Committee, to be approved by the Executive Board.
 4. Ballots will be returned to the Teller Committee on the date specified. Ballots will be tabulated by the Teller Committee and the results announced to MGEC.
 5. Whenever feasible, a vote on amendments will be taken at the same time and on the same ballot used in the annual election of Officers and Directors.
 6. Amendments that received a two-thirds favorable vote of the total number of votes cast will be considered enacted.

ARTICLE XII- AFFILIATED GROUPS

1. Affiliation with MGEC will be available to any organization when such affiliation, in the opinion of the Executive Board, would be in the best interests of both organizations.
2. The eligibility of any group seeking affiliation will be determined by a two-thirds majority vote of the Executive Board of MGEC.
3. Affiliation status may be revoked at any time by a two-thirds majority vote of the Executive Board of MGEC.

ARTICLE XIII- BY LAWS

1. Amendments to the By-Laws, for the purpose of establishing rules and directions for the operation and administration of MGEC, will be adopted in the same manner as amendments to the Constitution as stated in ARTICLE XI. The exception is that a simple majority of the votes cast will be sufficient for enactment.
2. The rules contained in Robert's Rules of Order shall govern MGEC in all cases to which they are applicable and in which they are not inconsistent with the Constitution and the By-Laws of MGEC.

ARTICLE XIV- CHAPTERS

1. In order to improve the goals, objectives and administration of MGEC, the Executive Board, upon request, may authorize the establishment of Chapters. The formation of the Chapter shall be in the best interests of MGEC as determined by the Executive Board.
2. The request for Chapter status shall be accompanied by a petition signed by at least two-thirds of the voting Members of the proposed chapter. The membership of the Chapter will be left up to the Chapter, except that all members of the chapter shall be employed by a political subdivision of the State of Minnesota.
3. Approval of Chapter status shall be by a two-thirds majority vote of the Executive Board of MGEC.
4. The Constitution and By-Laws of the Chapter and subsequent amendments thereto shall be subject to approval by the Executive Board of MGEC. Said Constitution shall exempt MGEC from any liability for debts incurred by the Chapter.
5. Upon being granted Chapter status, the Chapter shall be entitled to designate one Director to the Executive Board of MGEC. Terms and selection of Directors representing Chapters shall be determined by the Chapter.
6. Chapter status may be revoked at any time by a two-thirds majority vote of the Executive Board of MGEC.

7. Each duly constituted Chapter may organize in a form and manner within itself that will best serve its own interests subject to the requirements of Section 4 of this Article.
8. A Chapter shall be entitled to request and receive the services of MGEC. Payment of Full Member dues by the Chapter membership as provided in the By-Laws of this Constitution shall be considered as full compensation for all regular and routine services provided by MGEC. Should circumstances require prolonged and extensive services for the sole benefit of the Chapter, the Executive Board, by a majority vote, may assess the Chapter. Prior to June 1st of every calendar year, the Chapter shall submit in writing to the Executive Board an hourly estimate and purpose of the anticipated services of MGEC for the 12-month period commencing the following July 1st. The Executive Board shall review the estimate and advise the Chapter if an additional assessment is deemed necessary and the approximate amount thereof. In reviewing the need for an assessment, the Executive Board shall consider the following factors:
 - a. The dues contributed by the Chapter.
 - b. The extent to which MGEC and the engineering profession as a whole would benefit by the purpose of the services provided to the Chapter.
 - c. The overall needs for the services of MGEC by other Chapters and MGEC affiliates.
 - d. The extent and cost of services provided to the Chapter in previous years.
 - e. Other MGEC budgetary constraints.
9. Except as provided in Section 5 above, Chapter members shall only hold office within their own Chapter.

Adopted: August 1, 1980

Amended: 9/30/98, 9/27/06, 10/29/19

BY-LAWS

BY-LAW 1- CALENDAR

The administrative year of MGEC shall be from January 1 through December 31, and the fiscal year of MGEC shall be from July 1 through June 30. The fiscal year runs ahead of the administrative year.

BY-LAW 2- TERMINATION OF MEMBERSHIP

1. Full membership or Supporting Membership shall be automatically terminated when a Full Member or Supporting Member, not on payroll deduction, is one month in arrears in dues or he/she/they cease(s) to be employed by the State of Minnesota or any of its political subdivisions. If the person is still eligible to be an MGEC member, but no longer wishes to pay dues, they will be reclassified as Represented Non-Member.
2. Associate membership will be automatically terminated when an Associate Member is one month in arrears in dues or he/she/they ceases to be employed by the State of Minnesota or any of its political subdivisions.
3. Members may elect to terminate their membership with MGEC and become Represented Non-Members with notification to MGEC.

BY-LAW 3- FUNDS

1. Dues or contributions will be determined by the Executive Board based upon the yearly budget and payable as follows:
 - a. Dues or financial contributions may be paid by payroll deduction.
 - b. Dues or financial contributions may be paid by cash or cash equivalent (currency, check debit or money order) on an annual basis.
 - c. Dues or financial contributions may be paid by credit (credit card, PayPal) on an annual or monthly basis.
2. In no event shall the amount for bi-weekly dues exceed 1/2 the equivalent of Step 1 of a State employed Senior Engineer's direct hourly wage rate of any period in effect at the time of the payment of dues.
3. Additional funds may be acquired by an assessment approved by an affirmative vote of a simple majority of the Full Members voting on such approval at a general meeting of MGEC, at a special meeting called for this purpose, by mail ballot, or electronic balloting. The assessment shall not be construed to include the Chapter assessment provided for in ARTICLE XIV, Section 8 of the Constitution.
4. The Executive Board may set financial contribution amounts.
5. Dues from Associate Members are directed to purposes of promoting the professional status of engineers and to represent the interest of professional engineers at the Legislature.
6. Dues from Supporting Members are directed to activities other than external advocacy or lobbying.

BY-LAW 4- DUTIES OF OFFICERS AND DIRECTORS

1. The President will preside at the Annual Meeting, the meetings of the MGEC Executive Board and Executive Committee and shall conduct all the business of MGEC with an affirmative vote of the Executive Board and the advice of any appointed committee. The President shall, with the approval of the Executive Board, hire and determine the compensation for such outside assistance as may be necessary for advancement of the objectives of MGEC. The President shall be an ex-officio member of all committees. The President shall designate a date for a general election of officers and directors once a year at least sixty (60) calendar days preceding the close of the administrative year. The President will have no vote on the Executive Board, except in the case of a tie vote.
2. The Vice President shall assist the President. The Vice President will have one vote on the Executive Board. The Vice President shall be a member of the Negotiation Committee and a member of the Bargaining Team as described in BY-LAW 9.
3. The Secretary shall record, or cause to be recorded, the activities and business of the Executive Board and of MGEC at all meetings and will have one vote on the Executive Board.
4. The Treasurer shall hold all funds and property of MGEC, shall be accountable to the Executive Board for the use and expenditure of all property and funds of MGEC, and will have one vote on the Executive Board. In the absence of the Secretary, the Treasurer will fulfill the duties of the Secretary.
5. The Past President, who is a member of the Executive Board, will have one vote. In the absence of the President and Vice President, the Past President shall fulfill the duties of the President.
6. Each Director will have one vote on the Executive Board.

BY-LAW 5- DUTIES OF EXECUTIVE BOARD AND EXECUTIVE COMMITTEE

1. In addition to the duties of the Executive Board provided elsewhere in this Constitution and By-Laws, the Executive Board will:
 - a. Establish authority and procedures for the processing of grievance. Any member who wishes to retain an attorney to represent him/her/them in any matter involving the member's work or status shall do so at his/her/their own expense; provided, however, that the Executive Board may, at its sole discretion, retain an attorney to represent MGEC or a person at the expense of MGEC.
 - b. Provide for training of Contact Persons and Representatives, as set forth in policy.
 - c. Audit, or cause to be audited, the books of the Treasurer once each year at a time determined by the Executive Board and report the findings to MGEC.
 - d. Establish procedures for negotiating contracts and agreements.
 - e. Determine reimbursement for MGEC members for periods of time necessary for conducting MGEC business.
 - f. Approve, or revise and approve, the proposed yearly budget.
 - g. Adopt such policies as may be needed for the orderly and efficient administration of MGEC, consistent with this Constitution and these By-Laws.
2. The Executive Committee shall recommend policies and positions to the President and Executive Board.
3. The Executive Committee shall establish committees and subcommittees as needed to conduct MGEC business.

BY-LAW 6- EXECUTIVE DIRECTOR

1. The Executive Director, hired by the President as provided in BY-LAW 4, Section 1, shall sit on the Executive Board and the Executive Committee with a voice but no vote. He/she/they shall serve at the pleasure of the Executive Board.
2. The Executive Director shall be MGECs administrative and executive officer. He/she/they shall have the authority to act for MGEC when the Executive Board or Executive Committee is not meeting, under direction and guidelines established by the Executive Board.
3. In advance of each fiscal year, he/she/they shall submit to the Executive Board a proposed budget for the coming year, setting forth the anticipated income and source thereof and anticipated expenditures and their purpose.
4. The Executive Director shall perform such other work and services as the Executive Board may direct.

BY-LAW 7- MEETINGS

1. An Annual Meeting of the membership of MGEC will be called by the President or by a majority vote of the Executive Board. At least fourteen (14) calendar days' notice shall be given to the membership. A quorum for this meeting will be 30 Full Members.
2. Special meetings, whose agenda shall be confined to the special purpose for which the meeting is called, may be called by:
 - a. The President
 - b. A majority of the Executive Board
 - c. A petition signed by a least fifteen (15%) percent of the members whose dues and assessments have been paid

3. Whenever possible, MGEC members will be notified at least fourteen (14) calendar days in advance of any special meeting.
4. Executive Board meetings will be called by the President or by a majority of the Executive Board members.
5. The Executive Committee will meet at the call of the President.
6. Other meetings may be called by members of the Executive Board or the Executive Director for purposes of member services, communication, or other topics.

BY-LAW 8- HONORARY LIFE MEMBERSHIP

A Full Member, Supporting Member, or Associate Member must be in good standing for at least three (3) consecutive years immediately preceding his/her/their retirement to be considered for Honorary Life Membership.

BY-LAW 9- NEGOTIATION AND RATIFICATION OF LABOR CONTRACTS

1. The President will appoint an ad-hoc Negotiation Committee with the advice and consent of the Executive Board. The Negotiation Committee shall study issues of concern to the membership and prepare a set of proposals for submittal to the State during contract negotiations.
2. The President will appoint an ad-hoc Bargaining Team with the advice and consent of the Executive Board. The Bargaining Team will conduct the negotiations with the State of Minnesota.
3. Once the MGEC Bargaining Team and the State Team have reached tentative agreement on a new contract, the tentative agreement will be brought before the Executive Board of Directors as soon as possible. The Executive Board shall vote to:
 - a. recommend ratification to the membership;
 - b. send the agreement to the membership with no recommendation;

- c. reject the agreement and send it back for further negotiations;
 - d. reject the agreement and vote to go to arbitration, or;
 - e. take any other appropriate action.
4. Only those Executive Board members who are members of Bargaining Unit #12 have the right to vote. [Chapter members are only eligible to vote on Chapter contracts]
 5. If the Executive Board decides to send the agreement to the membership, ballots will be prepared and sent to all Full Members at their last known address, or by electronic balloting, at least seven (7) calendar days prior to the designated contract ratification deadline.
 6. The President will establish an ad-hoc Teller Committee of at least three (3) members.
 7. Ballots must be received by a Teller Committee, by the contract ratification deadline.
 8. After all eligible ballots have been received, the results will be reviewed by the Teller Committee. The results shall be certified and sent to the President. A new contract for Bargaining Unit #12 must be ratified by a majority fifty percent (50%) plus one (1) of all those Full Members who voted.
 9. For minor changes to the contract, the Executive Committee shall have the authority to enter into supplemental agreements, (e.g. Memorandums of Agreement/Understanding) between MGEC and the State. For substantial changes to the contract, approval may be from the Executive Board, by a 2/3 vote.