

CONSTITUTION  
OF THE  
COLORADO ASSOCIATION OF GEOTECHNICAL ENGINEERS

ARTICLE I  
NAME AND ORIGIN

The name of this association shall be the Colorado Association of Geotechnical Engineers, hereinafter referred to as CAGE. CAGE was established in 1995 as an organization of geotechnical engineers.

ARTICLE II  
OBJECTIVES

The overall objective of CAGE is the advancement of the practice of geotechnical engineering for the benefit of public safety and the geotechnical engineering profession throughout the State of Colorado.

CAGE is also established for the following purposes:

1. To be a forum for discussion of professional and technical issues of interest to geotechnical engineers.
2. To promote good business practices among geotechnical and related professionals.
3. To develop policies, guidelines and standards for technical and professional matters concerning the practice of geotechnical engineering.
4. To participate with other organizations in the development of standards, codes and other documents that affect the practice of geotechnical engineering.
5. To encourage the pursuit of excellence in geotechnical engineering work.
6. To encourage opportunities for education and training of geotechnical engineers and engineering technicians.
7. Encourage membership and participation throughout the State of Colorado.

ARTICLE III  
MEMBERSHIP

1. QUALIFICATIONS: Membership in CAGE may be held by individuals only, and shall consist of the following grades:
  - A. PROFESSIONAL MEMBER (voting member) are professional engineers registered by the State of Colorado who are actively practicing, teaching or conducting research in the field of geotechnical engineering or related fields at the discretion of the board.
  - B. AFFILIATE MEMBER (non-voting member) are non-registered geotechnical professionals (staff engineers, technicians, etc.), providing services or training in the field of geotechnical engineering.
  - C. ASSOCIATE MEMBER (non-voting member) non-geotechnical engineers (structural, environmental, transportation, etc.), geologists, suppliers to the industry, municipal officials, etc.
  - D. FELLOW (voting member) professional member nominated by the board and voted on by the membership that has performed significant service to the profession. Fellows shall be exempt from paying dues.
  - E. STUDENT (non-voting member) individuals enrolled in a school with interest in a science curriculum.
  
2. ADMISSION: A person is admitted to membership in CAGE by the following and upon receipt of dues and completion of application provided by the membership chairman:
  - A. PROFESSIONAL MEMBER: the written endorsement of at least three (3) Professional Members of CAGE submitted to the Board of Directors. Acceptance IS contingent by a majority vote of the Board of Directors.
  - B. AFFILIATE MEMBER: written endorsement of at least one Professional Member of CAGE submitted to the Board of Directors. Acceptance is contingent by a majority vote of the Board of Directors.
  - C. ASSOCIATE MEMBER: no additional information required.
  - D. STUDENT: provide verification of school enrollment.
  - E. PAST MEMBERS: a written request from the past member to the Board of Directors. Reinstatement is contingent by a majority vote of the Board of Directors.
  - F. CHANGE IN MEMBERSHIP GRADE: a written request from the member and completion of the admission process outlined above.

3. DUES:

- A. AMOUNT OF DUES: The yearly dues for each grade of membership shall be reviewed by the Board and any recommended changes shall be passed by a majority of the Board and by a majority of all members present, at the next General Meeting.
- B. PAYMENT: Renewal notices for the coming year are to be sent in January by the membership chairman. Annual dues are considered delinquent if payment is not received by May 1. Individuals whose dues are delinquent will have their membership benefits suspended until payment is received. If dues have not been received by December 31, the individual will be considered a past member and have to apply for reinstatement as outlined in item 2E. Professional members whose dues are delinquent will not be allowed to vote.
- C. ADJUSTMENTS: New members will assessed dues for the first year (or portion thereof) in the amount of one-twelfth (1/12) of the appropriate annual dues time the number of months remaining in the calendar year at the time membership is approved.

ARTICLE IV  
ORGANIZATION

- 1. OFFICERS: The officers of CAGE shall be a President, a Vice President/Treasurer and a Secretary.
- 2. BOARD OF DIRECTORS: the Board of Directors, also referred to herein as the Board, shall consist of the three (3) elected officers listed above, together with the past President and three (3) elected Directors, with the President as Chair. All officers shall be Professional Members of CAGE and directors may be Professional, Affiliate, Associate or Fellow Members of CAGE.

3. COMMITTEES: Committees may be established and appointed at the discretion of the Board to carry out the objectives and operations of CAGE, except that the Board shall establish a committee upon petition by the membership. Such petition shall be signed by at least ten (10) Voting Members, or ten percent of the Voting Membership should that be a greater number, or such petition shall be a majority vote at a General Meeting.

ARTICLE V  
OFFICERS AND DIRECTORS

1. TERM: The term of each officer shall be one (1) year and the term of the Directors shall be three (3) years beginning in alternating years. These terms shall begin on January 1<sup>st</sup> and shall continue for the term, or until a duly elected or appointed (in case of a vacancy) successor takes office.
2. VACANCY: In the event of a vacancy in the office of President, the Vice President/Treasurer shall succeed to that office. Permanent or temporary vacancies in the office of Vice President/Treasurer, Secretary or Director shall be filled by appointment by a majority vote of the Board. Directors appointed to fill a term exceeding one year shall stand for election by the membership at the subsequent regular election.
3. SUCCESSION: An individual shall not serve successive terms in the same office or as a Director. An individual may serve successive terms in different offices.
4. ELECTION OF OFFICERS:
  - A. The Board shall nominate one (1) or more qualified and willing CAGE Voting Members for each of the offices of President, Vice President/Treasurer, Secretary and one (1) Director. At the Board's discretion, a nominating committee may be appointed.
  - B. The nominations shall be presented to the Secretary and the nominations shall be distributed to the membership with the announcement of the annual meeting.
  - C. Additional nominations of Voting Member candidates may be made from the floor of the annual meeting. Nominees from the floor shall indicate a willingness to serve before the nomination is accepted.
  - D. The Secretary shall prepare a letter ballot containing the names of all nominated candidates and also containing a blank space for each office in which the name of a write-in candidate may be written. The Secretary shall mail the ballot to all Voting Members of CAGE. The ballot shall be due no less than twenty-one (21) days after mailing.

- E. The Secretary shall collect and with one Director shall tabulate the results of the balloting.
- F. The candidate receiving the highest number of votes for each office shall be declared elected. In the case of a tie, the Board shall decide.
- G. The Secretary shall announce the results of the election to all members of CAGE by the end of December.

## ARTICLE VI MANAGEMENT

1. BOARD: The management of CAGE shall be vested in the Board, subject to the CAGE constitution, Bylaws, and the directives of the membership as expressed at General Meetings or through letter ballot.
2. BYLAWS: The Board may adopt and publish Bylaws as necessary that prescribe regulations for the exercise of the corporate powers vested in it. Amendments to the Bylaws require a two-thirds affirmative vote of the Board and a simple majority of Voting Members.
3. ANNUAL REPORT: The Board shall make an annual report to the membership, which shall include a financial statement and such other matters as may be deemed appropriate.
4. PRESIDENT: The President shall:
  - A. Provide the detailed management of the affairs of CAGE acting under the oversight and authority of the Board of Directors.
  - B. Preside at all General Meetings and at all Board of Directors meetings.
  - C. Set the order of business at all of the above meetings.
  - D. Provide notice of General Meetings and all Regular Meetings of the Board and Committees to all members at least nine (9) days before each meeting.
  - E. Carry out the directives of the Board of Directors.
5. VICE PRESIDENT/TREASURER: The Vice President/Treasurer shall:
  - A. Preside at all General or Board Meetings in the absence of or at the request of the President and perform all Presidents' duties at such meetings.
  - B. Be custodian of all funds, sign checks for authorized expenses, present a written statement of finances at all General Meetings, and produce the year-end financial statement.

6. SECRETARY: The Secretary shall:
  - A. Record the proceedings of all General and Board Meetings, present the minutes of such meetings to the membership, and maintain all records.
  - B. Prepare, send, collect and announce the results of all ballots.
  - C. Be responsible for all other official correspondence of CAGE.
7. MEMBERSHIP CHAIRMAN: a Professional Member or Affiliate Member, appointed by the Board, will assist the Secretary to maintain the membership list, send annual dues notices, collect annual dues and send out overdue notices as needed. The membership chairman is encouraged to serve at least two consecutive years.
8. At its discretion, the Board may hire/appoint an administrative assistant for the purposes of providing support for general membership administration, communications, event management, research, financial management and reporting, and website and technology development.

## ARTICLE VII MEETINGS

1. GENERAL MEETINGS: General Meetings are meetings where the entire CAGE membership is invited:
  - A. There shall be at least two, but not more than twelve, General Meetings called each year. One General Meeting shall be known as the Annual Meeting and shall be held in November.
  - B. General Meetings may be called by the Board with a minimum of nine (9) days advance written notice to the membership.
  - C. Ten (10) Voting Members, or one-half (1/2) the Voting Members, whichever is the lesser number, but not less than 10 percent of the Voting Membership shall constitute a quorum for the transaction of business at General Meetings.
2. BOARD MEETINGS:
  - A. Regular Meetings of the Board shall be held at least four times per year.
  - B. Special Meetings of the Board may be called by the President or by any two (2) other Board Members.
  - C. Four (4) members of the Board shall constitute a quorum for the transaction of business.
3. COMMITTEE MEETINGS: Committees shall establish Regular Meetings on a schedule to permit written notice to the general membership. Special Meetings may be scheduled with notice only to the Board.

4. RULES OF ORDER: The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern all meetings of CAGE, including Board and Committee Meetings, in all cases to which they are applicable and in which they are not inconsistent with this constitution, the Bylaws or any special rules adopted by the Board. Recommendations may be made by a body meeting without a quorum and may be recorded in minutes if noted that a quorum was not present, but such recommendations shall not become official actions until ratified at a meeting with a quorum or by a letter ballot

#### ARTICLE VIII EXPULSION AND RECALL

A member may be expelled from CAGE or an officer or Director may be recalled from office by the membership in an election by petition as follows:

1. A petition for expulsion or recall shall be signed by at least twenty (20) percent of the Voting Membership and shall be presented at a Board Meeting.
2. The names of the Voting Members on the petition shall be checked against the current roster jointly by the Secretary and a proponent of the petition at the meeting of presentation.
3. The Board will conduct a hearing and the results of the hearing findings will be distributed to the Membership.
4. The Secretary shall prepare a letter ballot (if necessary) with the choice of "Yes" and "No" on the expulsion or recall question for each individual member, officer, or Director named on the petition. The ballot shall be mailed within one week of validation and shall be due within fifteen (15) days of mailing.
5. The Board shall appoint a Tellers Committee of two present or past officers who are not named on the recall petition to collect and count the ballots.
6. At least a majority of the Voting Members must return ballots for the election to be valid.
7. The member is expelled from CAGE if at least three-quarters (3/4) of the votes cast are in favor of expulsion. The Officer or Director is recalled from office if a majority of the votes cast are in favor of recall.

#### ARTICLE IX PUBLICATIONS

All publications and policy statements, except newsletters and notices, shall be approved by a two-thirds (2/3) vote of the Board. Such actions are specifically subject to the provisions of Article XI. Likewise outdated publications may be rescinded, changed, or declared void by the same procedure.

## ARTICLE X REPRESENTATION

The Board shall appoint CAGE members to represent CAGE in any engineering, technical, professional or political group with which a majority of the Voting Members at a General Meeting has voted to be affiliated. Representatives shall report all their activities on behalf of CAGE to the Board, either in writing or in person at a Board Meeting. Where the representative is called upon to make a statement of position on behalf of CAGE, such position shall be approved by the Board and presented as the position of the Board of Directors of CAGE, unless that position has been approved by the Voting Members, in which case it may be presented as the position of the membership of CAGE. Approval by the Board of specific items may be delegated by the Board to a committee, but the representative or committee must still report these actions to the Board.

## ARTICLE XI LETTER BALLOT

1. CALL: Letter ballots to all Voting Members shall be required for election or recall of officers, for the expulsion of members, except as provided in ARTICLE III, and in the following instances:
  - A. All amendments to this constitution (see ARTICLE XII).
  - B. All matters petitioned by ten (10) Voting Members, or ten percent of the Voting Membership, should that be a larger number, a voice or written vote for letter ballot on a matter during a General Meeting by ten (10) Voting Members shall be considered an acceptable petition for letter ballot.
  - C. Any matter recommended by the Board.
2. PROCEDURE: Except for elections of officers (see ARTICLE V) and expulsion or recall elections (see ARTICLE VIII), the following shall apply to letter ballots:
  - A. Ballots shall provide the following alternatives: "Yes"; "No"; and "Not Voting". Written comments are encouraged, especially for a "No" vote, if a revision in the ballot would change the negative to affirmative.
  - B. Closing date shall be not less than thirty (30) days after date mailed.
  - C. Ballots shall be reviewed and counted by a Tellers Committee appointed by the President. The Tellers shall attempt to resolve all comments and negatives. The tabulation and all comments and negatives shall be distributed to all Voting Members.
  - D. A two-thirds (2/3) affirmative (at least twice as many "Yes" votes as "No" votes) shall be sufficient to record a favorable vote, provided at least one half of the Voting Membership returned their ballots. Any change for resolution, other than editorial, will require subsequent approval by the Voting Membership, either at a General Meeting or through another letter ballot.
  - E. All votes and supporting materials shall be filed with the Secretary.

ARTICLE XII  
AMENDMENT OF THIS CONSTITUTION

This constitution may be amended by a letter ballot of the Voting Members, provided the amendment has been submitted in writing in a General Meeting notice and reviewed at that General Meeting. Passed amendments shall take effect immediately, unless stated otherwise in the adopting motion.