

THE ETA KAPPA NU ASSOCIATION CONSTITUTION

PREAMBLE

The Eta Kappa Nu Association was founded at the University of Illinois at Urbana in 1904 by Maurice L. Carr, to encourage excellence in education for the benefit of the public by: Marking in a fitting manner those who have conferred honor upon engineering education by distinguished scholarship, activities, leadership and exemplary character as students in electrical or computer engineering, or by their attainments in the field of electrical or computer engineering; Providing- educational and financial support to said students; and Fostering educational excellence in engineering colleges. To carry out the purposes and objects of this Association, we do hereby ordain and enact the following Constitution:

ARTICLE I CERTIFICATE OF INCORPORATION

Section 1. Incorporation. The Eta Kappa Nu Association is a not-for-profit corporation chartered in 1951 in the State of Delaware.

Section 2. Constitution and Bylaws. The governing bylaws of The Corporation are the Constitution and Bylaws.

Section 3. Governing Body. The Board of Directors for The Corporation shall be called The Board of Governors.

ARTICLE II NAME, SYMBOL, PUBLICATION

Section 1. Name. This organization shall be known as the Eta Kappa Nu Association, often referred to as Eta Kappa Nu.

Section 2. Symbol. The symbol shall be the early form of the Greek letters Eta, Kappa, and Nu. Use of the symbols HKN shall be permitted.

Section 3. Colors. Colors of the Association shall be navy-blue and scarlet.

Section 4. Emblem. The emblem of the Association shall be the Wheatstone bridge.

Section 5. Publication. The official publication shall be called THE BRIDGE, which shall be published at least four times each year.

Section 6. Geographic Regions. There shall be four geographic regions, with boundaries and names established by The Board.

ARTICLE III MEMBERS, CHAPTERS AND GENERAL GOVERNMENT

Section 1. Membership. Membership shall be by qualification, election, and induction.

Section 2. Chapters. Chapters of the Association shall include College Chapters, an Eta Chapter, and Alumni Chapters.

Section 3. Convention. Legislative powers shall be vested in The Annual Convention (The Convention).

Section 4. Board of Governors. Policy determination, advisory, and judiciary powers shall be vested in a Board of Governors (hereinafter often referred to as The Board).

Section 5. Executive Council. Administrative powers shall be vested in The Executive Council. The Executive Council shall report to The Board and be responsible for administrating the Association between meetings of The Board.

ARTICLE IV COLLEGE CHAPTERS

Section 1. Location. A College Chapter may be established at any school that awards the degree of Bachelor of Engineering or Bachelor of Science degree in

electrical or computer engineering, or the equivalent, and that meets the requirements of a recognized regional or professional accrediting agency.

Section 2. Petition. A petition for the establishment of a College Chapter, or reestablishment of a Closed Chapter, may be made by no fewer than eight undergraduate students who are qualified for membership. It shall be accompanied by written endorsements of the President or Chancellor, the Dean of Students, the Dean of Engineering, and the Head of electrical or computer engineering of the petitioning school, or their equivalents.

Section 3. Approval. The petition for a College Chapter, or reestablishment of a Closed Chapter, requires unanimous approval of The Executive Council.

Section 4. Installation. College Chapters shall be installed by the Eta Kappa Nu President, or by a deputy appointed by the President.

Section 5. Charter Members. Charter members of a new chapter shall include all the petitioners duly inducted and any other members inducted at the installation ceremonies that the petitioners desire to be distinguished as charter members.

Section 6. Faculty Advisor. The chapter shall request the head of the electrical or computer engineering department to appoint a faculty advisor for the chapter. The Faculty Advisor shall be a member of Eta Kappa Nu and a faculty member in electrical or computer engineering of the school in which the chapter is installed. The Faculty Advisor shall serve as liaison officer between the chapter and the college.

Section 7. Active Membership. Active membership of a College Chapter shall consist of its undergraduate and graduate student Eta Kappa Nu members at the school, regardless of prior chapter affiliation, who signify their intent of remaining or becoming subject to the bylaws of the College Chapter.

Section 8. Officers. Officers of a College Chapter shall be a President, Vice-President, Recording Secretary, Corresponding Secretary, BRIDGE Correspondent and Treasurer. If desired, any two of these offices may be combined by the chapter and assigned to a single member.

Section 9. Duties of the Chapter officers.

- A. The President shall exercise such jurisdiction over the chapter as is usually accorded the position. The President shall preside at all meetings and shall call special meetings at the request of not less than five members or whenever deemed necessary.
- B. The Vice-President shall, in the absence of the President, assume the President's duties. The Vice-President shall succeed to the presidency in case of resignation or disability of the President.
- C. The Recording Secretary shall keep a record of all meetings and shall issue notices of all special meetings.
- D. The Corresponding Secretary shall be responsible for all correspondence of the chapter, except that pertaining to the Treasurer and THE BRIDGE correspondent's office.
- E. THE BRIDGE correspondent shall submit reports of the chapter's activities to THE BRIDGE and perform all other duties pertaining to THE BRIDGE, including publicity for the chapter.
- F. The Treasurer shall collect all dues and be responsible for all chapter funds, which shall be paid out only upon order of the chapter and the signatures of the President and the Recording Secretary.

Section 10. Quorum. A quorum for the legal transaction of chapter business shall consist of at least one-half of the total active members of the chapter.

Student members pursuing a cooperative program or off the campus on an industrial assignment at the time of balloting shall not be counted in the total membership for the purpose of determining a quorum.

Section 11. College Chapter Bylaws. Bylaws adopted by a College Chapter for its government shall not conflict with the Constitution. Such Bylaws and all changes thereto, must be approved by each member of The Executive Council. In the event of enactment of any future amendments to the Constitution, with which the chapter Bylaws may become in conflict, such conflicting Bylaws shall thereby become void.

Section 12. Inactive Chapters. Whenever it appears that there will be an insufficient number of students on the campus to maintain an Active College Chapter, the chapter shall elect a trustee committee, consisting of three or more members of Eta Kappa Nu, who shall assume custody of chapter assets until reactivation of the chapter, and the chapter Faculty Advisor shall notify the Executive Director of their Inactive status. Absent such Inactive Chapter notification from a chapter, the Board shall declare as Inactive any College Chapter that has not inducted a new member in the most recent two year period. Chapters determined to be Inactive shall not have a vote in The Convention and shall not induct new members. An Inactive Chapter may be reactivated by submitting a letter request, signed by the Faculty Advisor or Department Chair, to the Executive Director requesting Active Chapter status. This letter may accompany a request to process new initiates.

Section 13. Closed Chapters. The Charter of any Chapter that has become permanently inactive (Closed) for reasons such as closure of the electrical or computer engineering department, loss of accreditation, college management decision to no longer host a chapter, etc., shall be withdrawn by action of the Executive Council. Said Closed Charter may be reestablished in accordance with Section 2 of this Article. Closed Chapter names shall remain in the records of the Association and shall not be reassigned to another chapter.

ARTICLE V ETA CHAPTER

Section 1. Purpose. To provide for membership of qualified undergraduate and graduate students of electrical or computer engineering in schools which meet the same degree of accrediting requirements as for College Chapters and where no College Chapter of Eta Kappa Nu exists, there shall be a chapter known as Eta Chapter.

Section 2. Location. A branch of Eta Chapter may be established by unanimous action of The Executive Council, with approval of the college concerned.

Section 3. Officers. The Executive Council shall function as the officers of the Eta Chapter. The Eta Chapter shall have no vote in The Convention.

ARTICLE VI ALUMNI CHAPTERS

Section 1. Purpose. To provide for strengthening and furthering the aims of Eta Kappa Nu by alumni members, an Alumni Chapter may be established in any locality, upon petition of at least five members, and subject to the unanimous approval of The Executive Council.

Section 2. Limitations. An Active Alumni Chapter shall have limited power to confer membership in Eta Kappa Nu as specified in Article VII Section 9, shall not be subject to any assessment or dues other than by a vote of its own members, and shall not have a Convention vote on questions involving the levying of assessments or the expenditure of money (Article VIII, Section 2).

Section 3. Active Chapter. An Active Alumni Chapter must consist of 5 or more active members, elect officers, and must complete and submit an Alumni Chapter Annual Report to the Executive Director. Failure to submit an Annual Report form each year shall cause the chapter to be an Inactive Alumni Chapter. An Inactive Alumni Chapter shall not have a vote in The Convention, and shall have no member induction authority. An Inactive Alumni Chapter may be reactivated to Active status by having a minimum of 5 active members, electing officers, and submitting a petition as defined in Section 1 of this Article.

ARTICLE VII MEMBERSHIP

Section 1. Classes of Membership. Induction to membership in Eta Kappa Nu Association shall be as either a Member or an Eminent Member.

Section 2. Eligibility. To be eligible for induction as a Member, a candidate must meet at least one of the following conditions:

- A. An undergraduate or a graduate student at an institution having an Active College Chapter or a Branch of Eta Chapter.
- B. Upon installation or reactivation of an Eta Branch or a College Chapter (not preceded by an Eta branch), there may be inducted graduates of the institution who graduated less than two years prior to the induction or reactivation and would have been eligible for induction had there been a College Chapter or Eta Branch when the graduate was in attendance at the institution.
- C. Any member of the electrical or computer engineering faculty of any school that meets the same degree and accrediting requirements as prescribed herein for a College Chapter.
- D. An electrical or computer engineer who has done meritorious work in the profession and allied pursuits.

Section 3. Undergraduate Students. Undergraduate candidates shall be selected from those students in the Junior or Senior class who are pursuing courses leading to a Baccalaureate or equivalent degree in electrical or computer engineering.

- A. Juniors who have a cumulative scholastic rank in the upper quarter of their electrical or computer engineering class may be elected. A junior means any enrolled student in an accredited course in electrical or computer engineering who has completed one-half of the scholastic requirements for the bachelor's degree.
- B. Seniors who have a cumulative scholastic rank in the upper third of their electrical or computer engineering class may be elected. A senior means any enrolled student in an accredited course in electrical or computer engineering who has completed three-fourths of the scholastic requirements for the bachelor's degree.

Section 4. Qualifications. Candidates for membership to Eta Kappa Nu, in addition to having the required scholastic rank, must be of unimpeachable character, have ability to make use of the knowledge and information acquired, have capacity and willingness for hard work, and have a genial nature and ability to work in harmony with all types of people.

Section 5. Graduate Students. Graduate student candidates shall have graduated from a school of recognized standing and shall possess substantially the same scholastic and other qualifications required for undergraduate membership. Graduate students may be nominated to membership by any member of Eta Kappa Nu, provided they have completed the equivalent of one-half of one academic year of full-time study in the school wherein is located the College Chapter or branch of Eta into which the graduate student is proposed to be inducted, and further provided that such study is generally applicable to an advanced degree in electrical or computer engineering. Such nomination shall require endorsement by the Head of the electrical or computer engineering department of said school.

Section 6. Non-Students. In order for a non-student to be eligible for induction by an Active College Chapter, the faculty advisor of the nominating chapter and the Head of the department of the college shall give their approval.

Section 7. Period of Invitation. An invitation to membership is valid only for the specified term or semester in which it is offered. If it is not accepted the Active Chapter may tender a new invitation for a subsequent term or semester.

Section 8. Eminent Member. Induction as Eminent Member is reserved for those individuals who, by their technical attainments and contributions to society, have shown themselves to be outstanding leaders in the field of electrical or computer engineering, and great benefactors to society.

- A. Nominations to eminent membership may be made by an Active College Chapter, an Alumni Chapter, or by any member of Eta Kappa Nu. The Eminent Member Recommendation Committee shall review and prioritize nominees for submission to The Board.
- B. Election of an Eminent Member shall require three-fourths affirmative vote of all members of The Board.

Section 9. Conferring Membership. Active College Chapters may confer membership in Eta Kappa Nu. Alumni Chapters may confer membership in Eta

Kappa Nu only as provided in Section 2.D. of this Article, and subject to the approval of The Executive Council. The Board may confer membership and Eminent Membership in Eta Kappa Nu.

Section 10. Diverse Classes of Membership. Members who have heretofore been elected to diverse classes of membership shall continue to hold their certificates as issued with all rights and privileges as heretofore.

Section 11. Discipline. Each chapter shall have the power to discipline its own members.

Section 12. Exceptions. Any exceptions to the provisions of this Article must be made on an individual basis and have the prior approval of The Executive Council.

ARTICLE VIII ANNUAL CONVENTION

Section 1. Types of Convention. Actions for the regulation of the Association, not in conflict with this Constitution, may be enacted or repealed by The Annual Convention (The Convention) in the exercise of its legislative powers. The Convention may be either a Mail Convention or an Assembled Convention. The Board shall determine the type of The Convention.

Section 2. Voting. Each Active College and Alumni Chapter shall have one vote, by delegate, at an Assembled Convention, or by ballot at a Mail Convention except Alumni Chapters shall not have a vote on questions involving the levying of assessments or the expenditure of money. Said Assembled Convention delegate shall be the Active Chapter President or the Active Chapter appointed alternate.

Section 3. Three-Fourths Majority. On matters in this Constitution which require approval or ratification by three-fourths of the Active Chapters voting, each said chapter shall require a two-thirds majority approval by the active members voting.

Section 4. Items to be Considered. In preparation for The Convention, the Executive Director shall communicate with all Active College and Alumni Chapters and with The Board, calling for the nomination of candidates, proposals for new legislation, and other matters to be submitted to The Convention for approval. The Executive Director shall set a reasonable deadline by which all nominations and proposals shall be received.

Section 5. Determination of Any Question. Except as otherwise specifically provided, a majority of votes cast shall be necessary for the determination of any question, including the election of officers and directors and repeal or enactment of contracts. In the case of a tie vote on any question, The Board, by plurality vote, shall cast the deciding vote.

Section 6. Mail Convention.

- A. A Mail Convention will be held annually by mail or equivalent electronic means. Dates for the Mail Convention shall be set by the Board.
- B. The Executive Director, after compiling all items to be considered by The Convention and receiving approval from the Executive Council, shall promptly transmit them to each Active College and Alumni Chapter with a ballot for voting, and shall set a date when the election closes, with due regard for the time required if a run-off ballot should be necessary.
- C. A special Mail Convention may be held at the discretion of The Board.

Section 7. Assembled Convention

- A. An Assembled Convention will be held when The Board determines that funds are available and that a need for an Assembled Convention is indicated. The cost of hosting The Convention shall be paid from the funds of the Association. This includes expenses for one official delegate from each Active College Chapter and the members of The Board.
- B. The Executive Director, after compiling all items to be considered by the Convention and receiving approval from the Executive Council, shall transmit them to each Active College and Alumni Chapter with sufficient time for consideration before The Convention.
- C. If an Assembled Convention is held, the time and place thereof shall be established by The Executive Council.
- D. The members of The Board, other than the President, shall be non-voting

voting ex officio delegates. The President of The Board shall have one vote, which shall be cast only in case of a tie.

- E. A special Assembled Convention may be held on the petition of at least five Active College Chapters, including no less than one chapter from each geographic region, or at the discretion of The Board. Such convention shall be called by the Executive Director and the time and place shall be established by The Executive Council, provided that three-fourths of the Active College Chapters voting approve the holding of such a convention, and further providing that a means satisfactory to The Board has been provided to pay the expenses of The Convention.
- F. In order for an Assembled Convention to conduct business, a quorum of at least one half of the voting members must be present.

ARTICLE IX OFFICERS

Section 1. Officers. The Officers of the Association shall be the President and Vice-President, and such Other Officers as may be designated and selected by the Board pursuant to Section 6 of this Article.

Section 2. Duties of Officers.

- A. The President shall be responsible for the coordination of the work of the other members of The Executive Council and of all general executive duties. The President shall be responsible for the appointment of all committees, which are to serve during the President's term of office. The President shall have charge of and preside at an Assembled Convention and shall preside at all meetings of The Executive Council and of The Board. The President shall install new College Chapters, either in person or by official representation. The President shall sign all membership certificates and charters.
- B. The Vice-President shall assume any duties assigned by the President. The Vice-President shall preside in the absence of the President.

Section 3. Terms of Office and Election.

- A. The term of office for the President and Vice-President shall be one year beginning July 1 following their election. The election of President and Vice President shall be by vote of either a Mail or Assembled Convention. The President and Vice President may be re-elected.
- B. In the event the result of the annual election is not determined by July 1, the current President and Vice President shall continue to serve until their successors are elected.

Section 4. Nominations and Eligibility for Office.

- A. The candidates for President and Vice President must have previously served as a Director or member of the former National Advisory Board; such service may immediately precede service as President or Vice President.
- B. No one may serve simultaneously as both an Officer and a Director, unless a Director is selected as an Other Officer as specified in Section 6 of this Article.
- C. The Board shall nominate one candidate for each of the positions of President and Vice-President.
- D. Groups of at least five Active College Chapters including at least one chapter from each geographic region may also nominate candidates for the offices of President and Vice President.

Section 5. Vacancies.

- A. If the President becomes unable to serve or the position otherwise becomes vacant, the Vice-President shall assume the duties and responsibilities of the President. The Board shall appoint an individual, satisfying the eligibility of Section 4 above, to serve as Vice President until the next Convention.
- B. If the Vice-President shall become unable to serve or the position otherwise becomes vacant, The Board shall appoint an individual, satisfying the eligibility of Section 4 above, to serve as Vice President until the next Convention.

Section 6. Other Officers of the Corporation. The Board may designate and select such Other Officer positions that the business of the Association may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties as determined by the Board. These may include but are not limited to a Secretary and/or Treasurer. Other Officer positions shall not be members of The Board nor have a vote on the Board, unless an Other

unless an Other Officer is also a Director.

ARTICLE X BOARD OF GOVERNORS

Section 1. Membership. The Board of Governors shall consist of the following nine members of Eta Kappa Nu.

- A. The President, the Vice President, and the Immediate Past President (hereinafter called Past President). If the outgoing President is unwilling or unable to serve on The Board as Past President, then The Board, by majority vote, shall appoint another previous President to serve in this role.
- B. Six Directors, one from each of the four geographical regions, and two at-large.

Section 2. Terms and Election of Directors.

- A. All Directors shall serve for three-year terms and may not be reelected. Two Directors shall be elected each year.
- B. Regional Directors shall be nominated by the Active College and Alumni Chapters of that region or by The Board. The Board shall solicit nominations from the Chapters in the appropriate region(s).
- C. The Board shall nominate candidates for the at-large Directors positions.
- D. The election of Directors shall be by vote of either a Mail or Assembled Convention.
- E. In the event the result of the annual election is not determined by July 1, the current Directors shall continue to serve until their successors are elected.

Section 3. Officers of The Board. The President and Vice-President shall be the Chair and Vice-Chair of The Board.

Section 4. Vacancy.

- A. If a Director shall become unable to serve or the position otherwise becomes vacant, the remaining members of The Board shall appoint, by a majority vote, an individual to serve the remaining portion of the Director's term.
- B. If the Past President shall become unable to serve or the position otherwise becomes vacant, The Board shall appoint, by a majority vote, an individual to serve the remaining portion of the Past President's term. The individual so appointed shall have previously served as President.

Section 5. Interpretation of Constitution. The Board shall be responsible for the interpretation of the Constitution. The Board shall request an analysis and opinion on the matter in question from the Constitution and Bylaws Committee before rendering an interpretation. Any such interpretation by The Board shall, at the request of any Active Chapter, be subject to majority approval by the next Convention.

Section 6. Bylaws. The Board shall determine the Bylaws and the policies of the Association.

Section 7. Meetings. The Board shall meet at least two times a year at dates and locations to be selected by the Executive Council. The Board may meet at other times at the request of the Executive Council or two-thirds of the membership of The Board.

Section 8. Records. The Board shall have access to all records of the Association and may call at any time upon an Officer, Director, Committee Chair, or any Active or Inactive College or Alumni Chapter for a written report on any of their activities.

Section 9. Committees. The Board has the authority to create committees to address the needs of the Association.

Section 10. Removal. The Board, by a two-thirds vote, shall have the power at any meeting to remove any member from The Board for good and sufficient cause. A copy of the motion for removal must have been provided to all Board members, including the individual whose removal is proposed, at least two weeks before the meeting. The individual shall have the right of defense.

ARTICLE XI EXECUTIVE COUNCIL

Section 1. Membership. The Executive Council shall consist of the President, Vice-President, and Past President.

Section 2. Duties.

- A. The Executive Council shall be responsible for the administration and the execution of the Constitution, acts of The Convention, and of such Bylaws and policy as is established by The Board.
- B. The Executive Council shall manage the funds of the Association in conformity with fiscal policies established by The Board.

Section 3. Report of Actions. The Executive Council shall make a report of its actions to The Board.

ARTICLE XII EXECUTIVE DIRECTOR

Section 1. Duties. The duties of the Executive Director shall be defined by The Board.

Section 2. Appointment. The Executive Director shall be appointed by The Board for a term not to exceed three years. The Executive Director may be re-appointed.

Section 3. Bond. Before assuming office, the Executive Director shall give an approved bond, the amount of which shall be fixed by The Executive Council.

Section 4. Compensation. The Executive Director may be compensated for his or her services. The Board shall set such compensation and related benefits.

ARTICLE XIII FEES, DUES, SUBSCRIPTIONS

Section 1. Induction Fee. Each Active College Chapter shall be assessed an induction fee for each of its inductees to defray the cost of a certificate, a copy of the Constitution and a three-year subscription to THE BRIDGE magazine for each inductee, for expenses of The Board, and for the expenses of chapter services, including conventions and visitations. The amount of the induction fee shall be approved by The Board with any changes ratified by The Convention.

Section 2. Chapter Fees. Any chapter may fix assessments, dues or fees by a majority vote of its members, except that any local induction fee of a College Chapter shall be subject to approval by The Executive Council.

Section 3. Per Capita Tax. The Convention shall have power to fix and levy a per capita tax on each inductee and/or active member of an Active College Chapter or a branch of Eta Chapter, for expenses in the conduct of the business of the Association.

Section 4. Eta Chapter. Any per capita tax of a member of the Eta Chapter shall be the same as that fixed for members of College Chapters.

Section 5. Eminent Members. Eminent Members will not be subject to assessments, fees or dues.

Section 6. Subscription Price. The subscription price for THE BRIDGE shall be set by The Executive Council.

ARTICLE XIV DESIGNATED FUNDS

The Association may establish designated funds separate from other funds, by legislative action of The Convention or by action of The Board. Such action must have the unanimous recommendation of the members of The Executive Council. Such funds must be used for one or more of the following purposes: charitable, scientific, literary, recognition, scholarship, or educational. If the action is to be taken by The Convention, approval must be received from at least three-fourths of the Active College and Alumni Chapters voting. If the action is to be taken by The Board, approval must be received from at least three-fourths of all of the members of The Board.

**ARTICLE XV
BYLAWS**

The Board may adopt bylaws, not in conflict with this Constitution, for the governing of the Association.

**ARTICLE XVI
DISSOLUTION**

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the

benefit of any director, officer, or member thereof or to the benefit of any private person. Upon dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

**ARTICLE XVII
AMENDMENTS**

Amendments to this Constitution must be ratified by a three-fourths majority of the Active Chapters voting.