

# *Bylaws of the Massachusetts Society of Professional Engineers*

## **PREAMBLE**

Recognizing that service to the public, to the state and to the profession is a fundamental obligation of the professional engineer, the Massachusetts Society of Professional Engineers does hereby dedicate itself to the promotion and protection of the professional engineer as a social and economic influence vital to the health, safety and welfare of the community, the Commonwealth of Massachusetts, the United States of America and all mankind.

## **BYLAW 1 – NAME OF THE ORGANIZATION**

Section 1. The name of this organization shall be the Massachusetts Society of Professional Engineers, hereinafter called the Society.

Section 2. The Society is incorporated as a nonprofit organization under the laws of the Commonwealth of Massachusetts herein after called the Commonwealth.

Section 3. The Society is a member state society of the National Society of Professional Engineers, a national organization of like aims and purposes, hereinafter called NSPE. The Society shall participate actively in all NSPE Meetings and other state or NSPE functions and activities as appropriate.

Section 4. The Society subscribes to and supports the Code of Ethics of NSPE.

## **BYLAW 2 - OBJECTIVES**

Section 1. The objectives of this Society are to:

- a. Advance and promote the public health, safety and welfare.
- b. Advance the professional, social and economic interests of the professional engineer.
- c. Strive throughout the profession to make licensure more meaningful in terms of acknowledgment of individual achievement in engineering as reflected by education and practice, and encourage all qualified engineers to seek legal status through licensure.
- d. Unite all qualified engineers of the Commonwealth in one organization.
- e. Stimulate and develop professional concepts among all engineers.
- f. Advance self-education and self-improvement, motivating practicing engineers to upgrade and expand their competence by continuing study.
- g. Develop the civic consciousness of members of the engineering profession, and serve the public good by support of, and cooperation with public officials.
- h. Represent the engineering profession in legislative matters in the interests of the state and the profession.
- i. Promote high standards of engineering education.
- j. Establish and preserve high standards of ethical conduct and practice by members of the profession.
- k. Cultivate public appreciation for the work of the engineer through improved public relations, and provide a forum for effective exchange and advancement of knowledge of matters of concern to the profession.
- l. Assist young people in obtaining reliable information concerning the profession of engineering.
- m. Mentor young engineers and assist them in their career track toward licensure.
- n. Serve as a point of contact for out of state professional engineers wishing to work in Massachusetts.

## **BYLAW 3 - MEMBERSHIP**

Section 1. The membership grades shall coincide with those grades as set by NSPE and shall consist of Licensed Member, Member, Graduate Member, Student Member, Grandfathered Member and Honorary Member as defined by the Bylaws of NSPE. However, the Society recognizes that persons who do not qualify for membership in NSPE can bring value to the Society and has established the membership grade of Member MSPE. A Member MSPE has the same privileges and responsibilities as a Member except that such members are not required to be nor are they eligible for NSPE membership.

Section 2. All members shall pay annual dues as set forth in the Operating Procedures. A member's dues shall be current, as defined in the Operating Procedures, for the member to receive the privileges and benefits of membership.

Section 3. All members other than Honorary Members and Student Members shall have voting privileges in the Society.

Section 4. All members eligible for membership in NSPE shall be members of NSPE to continue membership in good standing in the Society.

Section 5. Should the licensure of a member be revoked for any reason, other than retirement from active practice, the person shall automatically cease to be a member of the Society.

Section 6. A member may be disciplined by the Society for cause as provided in the Society's operating procedures. In disciplinary matters, the Society's Board of Directors, hereinafter called the Board, may: (a) authorize joint action with other state societies; (b) waive jurisdiction to another state society; or (c) request the assistance of NSPE where, in the Board's judgment, the circumstances warrant.

#### **BYLAW 4 - OFFICERS**

Section 1. The officers of the Society shall consist of the president, president-elect, vice presidents, secretary, treasurer, NSPE Delegate and immediate past president. The Board in its discretion may establish or terminate the offices of Assistant Treasurer and Assistant Secretary, when special circumstances require. These offices shall be established for a specific term not to exceed the time until new officers are elected by the membership. The Assistant Secretary and Assistant Treasurer shall be officers of the Society. If the Board determines that an Assistant Secretary or an Assistant Treasurer or both will be required on a permanent or long term basis, that or those officers shall be filled temporarily by the Board and shall be filled on a continuing basis at the next regularly schedule election of officers.

Section 2. The president-elect, vice presidents, secretary, treasurer shall be elected for a term of two years. The president-elect shall automatically assume the presidency the second year following election. All officers installed in June 2009 and thereafter, except Assistant Secretary and Assistant Treasurer, if elected by the Board, shall serve for a period of two years.

Section 3. There shall be one vice president elected from the Chapter leadership. This individual shall be an officer in one of the chapters to be eligible for election and shall be elected by the entire membership. If the Society does not have chapters, the vice president shall be elected from the membership at-large.

Section 4. There shall be one vice president elected from the practice division leadership. This individual shall be an officer in one of the practice divisions to be eligible for election and shall be elected by the entire membership. If the Society does not have practice divisions or if practice divisions are not active, this position would be eliminated.

Section 5. There shall be one vice president elected from the Young Engineers' Advisory Council. This individual shall be an officer in the Young Engineers' Advisory Council and shall be elected by the entire membership. If the Society does not have an active YEAC this position does not exist.

Section 6. Eligibility to nomination, election or retention of a position as an elective officer of the Society shall be contingent upon residence or employment in the Commonwealth and membership in the Society.

Section 7. The duties of the officers shall be as defined in the operating procedures.

Section 8. The treasurer, and the executive director if this position is established, shall provide financial security, at the expense of the Society, for such amount as may be determined by the Board.

Section 9. The officers shall take office on the first day of the Administrative Year following their election, and shall hold office until their successors have been duly elected and installed. The president-elect shall become president, on the first day of the second Administrative Year following election.

Section 10. In the event the president becomes unable to serve, the president-elect shall succeed the president and complete the term of office of the vacating president and then his or her own term as president. The office of president-elect shall remain vacant until the next bi-annual election, at which meeting a president-elect shall be installed. A vacancy occurring in any other position shall be filled through election by the Board, with the exception of the chair of

each practice division who shall be selected by that division. Any vacancy shall be filled for the un-expired term of the officer being replaced.

Section 11. A Delegate to the NSPE House of Delegates shall be elected by the Society to represent the Society at the NSPE House of Delegates Assembly, as set forth in Bylaw 5. This member shall serve as Delegate for a two year term and shall be eligible to serve no more than two consecutive terms. A person may serve as Delegate for an additional two terms after at least one term is served by another.

#### **BYLAW 5 -ELECTIONS**

Section 1. Nominations for elective offices shall be made by the Nominating Committee or by petition signed by 10 percent of the members eligible to vote or 50 such members, whichever is less.

Section 2. The Nominating Committee shall be comprised of the most recent available past president as its chair, and a minimum of two other members as set forth in the operating procedures. No member may serve more than two (2) consecutive terms in a six-year period.

Section 3. The Nominating Committee shall canvass the membership, chapters, practice divisions and Young Engineers Advisory Council, if they exist, for candidates for office and shall offer one or more nominations for each office. If a member of the Nominating Committee is nominated for an elective office the fact that the person served on the Nominating Committee shall be disclosed to with ballot information.

Section 4. The Nominating Committee shall report the names of nominees, together with a brief biographical sketch of each nominee, to the secretary by April 1st.

Section 5. Nominations by petition must be delivered to the secretary by April 1st. Nominees, by petition, may include members of the Nominating Committee in which event the fact that the person served as a member of the Nominating Committee need not be disclosed with ballot information.

Section 6. The Secretary shall prepare an official ballot that shall be mailed to each voting member in good standing on or before April 15<sup>th</sup>. The official ballot shall contain a listing of all offices to be filled and the nominations therefore. There shall be a space to enter write in candidate for each office who shall be elected if he or she receives a plurality of the votes cast.

Section 7. Election of officers and non-officer directors, if any, shall be made bi-annually by a plurality vote on individual letter or electronic ballots sent to all voting members of the Society in good standing. Procedures for collecting and counting ballots shall be defined in the Operating Procedures.

Section 8. Election of the Delegate to the House of Delegates shall be made biannually by a plurality vote on individual letter or electronic ballots sent to all voting members of the Society in good standing, or by such other procedure as determined by the Society Board of Directors. This ballot may be combined with the ballot for the election of Officers.

Section 9. The nominee for each office receiving the greatest number of votes cast for office shall be declared elected for such office. The elected officers shall be known by the title of the office to which elected, with the suffix "elect" until they assume the duties of their respective offices.

Section 10. If, at the time of an election, the President-Elect position is vacant, two (2) President-Elect candidates may be put on the ballot. The first President-Elect candidate, to be titled "Immediate President-Elect", shall be immediately installed after the election, allowing them to take over the office and duties of President at the next annual meeting. The second President-Elect candidate shall maintain the office in the traditional manner as outlined in BYLAW 4 and OP No. 9.

#### **BYLAW 6 - ADMINISTRATION**

Section 1. The officers, non-officer directors and non-member directors will constitute the Board of Directors (Board). The Board shall determine all questions of policy and shall administer the affairs of the Society under these Bylaws, Operating Procedures and the general provisions of the law under which the Society is incorporated. The Board shall have the power to elect both non-member directors and non-officer directors. Candidates for the Board shall be recommended by the Executive Committee and elected by the Board. Directors elected by the Board shall serve for

one year or until the next bi-annual election of officers. They may be re-elected upon the recommendation of the Executive Committee. Non-member directors shall not be included in the number of sitting directors for the purpose of determining the number directors needed for a quorum. If present at a Board meeting, non-member directors shall be counted to determine whether a quorum is present. In addition, non-member directors may vote on all matters except they may not vote for the appointment or dismissal of the Administrator or Executive Director.

Section 2. The Board of Directors, upon the recommendation of the President, shall determine whether to elect a person a Director Emeritus for life, provided that the person recommended:

Is at least 71 years of age;

Has served on the Board for a period of not less than ten years, five which were served after the person attained the age of 65 years;

If approved by the Board, the person shall become a Director Emeritus upon his or her notification to the President of acceptance of the Board's action within forty-five (45) days of being informed of the Board's approval.

Emeritus directors shall not be included in the number of sitting directors for the purpose of determining the number directors needed for a quorum. If present at a Board meeting, directors emeritus shall be counted to determine whether a quorum is present. In addition, emeritus directors may vote on all matters except they may not vote for the appointment or dismissal of the Administrator or Executive Director.

Section 3. A majority of the Board members shall constitute a quorum. An affirmative vote of a majority of the Board members present at any regular or duly called meeting shall be required to pass any motion not inconsistent with the Bylaws of the Society. The president shall vote only when necessary to break a tie.

Section 4. The Board shall have authority to decide upon any question by means of a letter or electronic ballot directed to all members of the Board. Procedures for determining a vote by letter or electronic ballot shall be specified in the Operating Procedures. At any point during the voting period when a ballot is voted up or down by a majority of those eligible to vote, that determination is final.

Section 5. The Board shall direct the investment and care of funds for the Society and shall adopt an annual budget and make appropriations for specific purposes.

Section 6. No member of the Board shall receive a salary or compensation from the Society, except for expenses incurred on behalf of the Society as approved by the Board or as compensation for an activity for which the Society employs non-members to perform the same function, service or duties as are to be provided by the member. In the event such compensation is to be paid, the member shall be compensated at the same level as the non-members providing the same function, service or duties are compensated and approval of such compensation shall be in advance of performance of the function, service or duties and shall be approved by a two thirds majority of the Board.

Section 7. The Board may appoint an executive director or administrator, when the financial and other conditions warrant, and fix compensation and define the duties of the office.

Section 8. The administrative and fiscal year of the Society shall be the same as the administrative and fiscal year of NSPE.

Section 9. The Board shall determine the location of the Headquarters of the Society.

Section 10. The Board shall develop written Operating Procedures, which shall become effective, be amended or be rescinded upon a majority vote of the Board, unless otherwise indicated by the Board.

Section 11. The Executive Committee of the Board of Directors shall consist of the President, Past President, President-elect, Secretary and Treasurer. The Executive Committee shall have the authority to act for the Board of Directors between meetings of that Board. However, the Executive Committee shall not have the authority to fill vacancies in elected offices; nor to discharge any employee of the Society, elect or replace any board director; nor hire, except on an interim basis until the next meeting of the Board, any employee; nor to amend or rescind these bylaws. All actions

taken by the Executive Committee shall be subject to review, modification or cancellation by the Board of Directors at its first meeting subsequent to the Executive Committee meeting. All actions taken by the Executive Committee shall be reported in minutes of its meetings and copies of those minutes shall be distributed to all directors immediately after the minutes have been approved by the Executive Committee. In the event that minutes of an Executive Committee meeting have not been approved prior to a meeting of the Board of Directors, a copy of the draft minutes of such meeting shall be distributed to all directors prior to the meeting of the Board of Directors.

Section 12. A majority of the Executive Committee members shall constitute a quorum. An affirmative vote of a majority of the members present at any regular or duly called meeting shall be required to pass any motion not inconsistent with the Bylaws of the Society. The president shall vote only when necessary to break a tie.

Section 13. The Board of Directors shall exercise its duty to effectively manage the affairs of the Society and assure that all persons elected to a management position such as Committee Chairperson, Director or Officer carry out the responsibilities of the position he or she holds. Board of Directors may at its discretion remove a Committee Chairperson, whether appointed by the President or elected by the Board upon a majority vote, provided the motion to do so is submitted to all Board Members and the person in question not less than five (5) business days prior to the vote.

The Board of Directors has the responsibility to remove any officer or director who does not perform the duties of his or her office or who is convicted of crime other than minor traffic infractions or whose conduct is inconsistent with high moral standards to which the Society subscribes or whose conduct in office indicates an inability or unwillingness to execute the responsibilities of the office or offices held or for which she or he is to be installed. Such action shall require a two thirds majority of the board of directors vote and the motion to removed must be submitted to all Board Members not less than five (5) business days prior to the vote.

#### **BYLAW 7 - MEETINGS**

Section 1. The Society shall hold an Annual Meeting at such time and place as may be selected by the Board, which meeting shall be open to all members and their guests.

Section 2. Special meetings of the Society shall be called by the president, on a two-thirds vote of the Board or upon petition by 50 members of the Society, or 10 percent of the membership, whichever is less.

Section 3. The minutes of all meetings of the Society, the Board of Directors, the Executive Committee and other committees of the Society shall be available for inspection by any member of the Society and any non-member who participated in the particular meeting.

#### **BYLAW 8 - CHAPTERS**

Section 1. The membership of the Society shall be organized into chapters, as determined by the Board. The Board of Directors shall authorize and charter such chapters; defining boundaries as may best serve the members of the Society. Each chapter thus formed shall have a minimum of 10 voting members. All members of the chapter shall also be members of the Society and NSPE.

Section 2. The Board of Directors shall have authority to make rules and regulations for and decisions affecting the chartering, combining or dissolving of chapters.

Section 3. Each chapter chartered by the Society shall adopt such bylaws for its operation as it may deem proper; provided that nothing contained therein shall conflict with or contravene the Bylaws of the Society. Such bylaws and any changes thereto are subject to approval of the Board.

Section 4. Chapters shall engage only in such activities as are consistent with the objectives of the Society. Such activities shall be restricted to the geographical area, for which the chapter is chartered, except as authorized by the Board.

Section 5. In all matters of local concern not covered by these Bylaws or rules and regulations established by the Board, chapters shall retain full autonomy, but may call upon the Society and NSPE for advice, counsel and assistance.

Section 6. Chapters shall not contract any debt or obligation on behalf of the Society unless expressly authorized by the Board.

Section 7. The fiscal and administrative years of the chapters shall be concurrent with those of the Society.

Section 8. Student members in engineering colleges and universities may be organized into student chapters, as provided in the Operating Procedures.

Section 9. The annual chapter dues shall be determined by the Society as set in the Operating Procedures.

Section 10. In event a chapter becomes inactive, all net assets of the chapter shall be held in trust by the Society, for a period of one year. If the chapter is not re-activated within one month thereafter, the assets shall escheat to the Society as unrestricted assets.

#### **BYLAW 9 - PRACTICE DIVISIONS**

Section 1. To further the objectives of the Society, establishment of practice divisions, consistent with those defined by NSPE, is authorized.

Section 2. The Board of Directors may sanction the creation or order the dissolution of practice divisions as provided in the Operating Procedures.

Section 3. In event a practice division becomes inactive, all net assets of the chapter shall be held in trust, by the Society, for a period of one year. If the division is not re-activated within one month thereafter, the assets shall escheat to the Society as unrestricted assets.

#### **BYLAW 10 – YOUNG ENGINEERS’ ADVISORY COUNCIL**

Section 1. To further the objectives of the Society, a Young Engineers’ Advisory Council is authorized. This Council shall be modeled after and consistent with the structure and operation of the NSPE Young Engineers’ Advisory Council.

#### **BYLAW 11 - COMMITTEES**

Section 1. Such committees as may be appropriate shall be established as provided in the Operating Procedures.

Section 2. The duties of committees shall be defined by the President and approved by the Board.

Section 3. Appointments to committees shall be made as set forth in the Operating Procedures.

#### **BYLAW 12 - AMENDMENTS**

Section 1. Amendments to these Bylaws may be proposed by: (a) a majority vote of the entire Board; or (b) a petition signed by not less than 10 percent of the members of this Society or 50 such members whichever is smaller.

Section 2. An amendment to these Bylaws shall become effective upon the affirmative vote of two-thirds of the Board. A minimum of 15 days must pass between the presentation of the amendment proposal to the Board and the vote to approve or disapprove the amendment proposal.

#### **BYLAW 13 – SAVINGS CLAUSE**

Section 1. Any article or section of the Bylaws and Operating Procedures found to be in conflict with the NSPE Bylaws shall be null and void. However, this shall in no way invalidate the remaining articles and sections of the Bylaws and Operating Procedures.

#### **BYLAW 14 - DISSOLUTION**

Section 1. The society may be dissolved only upon a two-thirds majority vote of ninety percent of the members.

Section 2. The Society shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of said funds shall be distributed to the members of the Society. However, on dissolution of the Society, the society’s funds may be used to pay for a members’ farewell event. If there are any funds remaining, they shall be distributed, in amounts determined by the Board, to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board. The residual, if any, shall be contributed to NSPE.

**BYLAW 15 - EFFECTIVE DATE**

Section 1. These Bylaws shall become effective upon its adoption in the manner prescribed for voting on amendments and thereupon the previous Constitution or Bylaws or both and prior amendments thereto are repealed.

Adopted \_\_\_\_\_

Last Amended \_\_\_\_\_

# *Operating Procedures of the Massachusetts Society of Professional Engineers*

## **OP No. 1 - MEMBERSHIP**

Section 1. Membership applications may be received at either the Massachusetts Society of Professional Engineers, hereinafter, the Society, or the National Society of Professional Engineers (NSPE). If submitted to the Society, the secretary will review the application for eligibility and, if eligible, the application will be forwarded to NSPE.

Section 2. Membership in the Society imposes the obligation to uphold the honor and dignity of the engineering profession. It is therefore required of members to be familiar with ethical and legal standards, to observe them, to aid in preventing violations by others and to be familiar with the Society's policies and procedures relating to handling of alleged violations.

Section 3. Violation of the Society Bylaws, NSPE Bylaws or of the Code of Ethics or criminal conviction shall be considered as just cause for discipline as hereinafter provided.

## **OP No. 2 - DUES**

Section 1. Dues become due and payable January 1 of each year, or as otherwise determined by the NSPE Board of Directors.

Section 2. The Board shall set the annual dues for membership in the Society, as well as the annual dues for membership in chapters and practice divisions.

Section 3. Members admitted for the first time and paying full dues shall receive services as follows:

- a. Members admitted between January 1 and June 30 – for the remainder of the current calendar year.
- b. Members admitted between July 1 and December 31 -- for the remainder of the current calendar and for the following calendar year.

Section 4. NSPE shall collect annual dues, unless directed otherwise by the Board of the Society. If the Society or chapter collects dues, the appropriate Society official shall transmit to NSPE the national dues collected for that organization, on a monthly basis.

Section 5. If the dues of any member remain unpaid on the due date, said member shall be listed as "delinquent" and shall be dropped from the membership rolls of the Society if unpaid for a period of 90 days. Payment of delinquent dues must accompany the request of such person for readmission for the current year.

Section 6. A member shall become eligible for Honorary, Life or Retired membership status, with waiver or reduction of dues after meeting the requirements as set forth by the NSPE Bylaws.

Section 7. Dues may be waived for a period of one year in hardship circumstances, including unemployment. The Society and the NSPE Executive Director shall approve application for a waiver of dues. Such application, if approved by the Society, shall be submitted to NSPE for approval of the waiver of any NSPE dues.

Section 8. Upon receipt of a bachelor's degree in engineering, Student Members in good standing shall be advanced without filing an application to the next higher membership grade for which qualified, except that graduate students may retain Student Membership by written request to the Society.

## **OP No. 3 - FISCAL AND ADMINISTRATIVE YEARS**

Section 1. The fiscal year of the Society shall be from July 1 through June 30.

Section 2. The administrative year of the Society shall be from July 1 through June 30.



#### **OP No. 4 - CHAPTERS**

Section 1. A chapter may organize within the provisions of the Bylaws of the Society and may, upon application, receive a charter from the Society and then be known as a chapter of the Society.

Section 2. A charter may be issued upon approval of an application by the Board and shall be signed by the president and the secretary of the Society.

Section 3. In advance of the Society's Annual Meeting, each chapter shall elect officers and directors as required. The secretary of each chapter shall send a report of such election results to the secretary of the Society at least 30 days prior to the date fixed for the Annual Meeting.

Section 4. The Board may authorize and issue charters for student chapters at approved engineering colleges or institutes of technology. Rules and regulations for the organization and operation of student chapters shall be determined by the Board and shall be designated according to the policies of NSPE.

a. Each student chapter shall have a faculty adviser who shall wherever possible be a member of the Society. The student chapter adviser shall be appointed by the Society, through the local chapter concerned, on the recommendation of the dean of the college or school involved.

b. Each student chapter shall have a liaison officer from the sponsoring chapter who shall not be directly affiliated with the college or school involved. The sponsoring chapter shall appoint the liaison officer.

#### **OP No. 5 - AFFILIATED GROUPS**

Section 1. Affiliated groups may be established with approval of the Board. The purpose of such affiliations shall be to assist in promoting the best interests of the professional engineer and the Society and shall be defined in a charter agreement establishing the affiliation. The affiliated group shall be responsible to the Board for fulfilling the actions defined in the charter.

#### **OP No. 6 - BOARD OF DIRECTORS**

Section 1. The Board of Directors shall provide direction and general supervision of all matters pertaining to the Society. It shall adopt and monitor a budget and cause the accounts of the treasurer to be audited not less than once a year.

Section 2. The Board shall provide for and superintend the publication and distribution of all proceedings or transactions of the Society and shall have authority to appoint an editor and publish an official periodical for the Society.

Section 3. The Board shall be empowered to invest and reinvest such funds as may be available for the creation of a reserve fund. A three-fourths vote of the Board shall be required to authorize expenditures from this fund, which are other than for investment or reinvestment.

Section 4. Board designees shall attend chapter meetings for the purpose of inquiring into the condition of the profession and to improve the communication between the chapter membership and the Society.

Section 5. The Board shall hold a regular meeting at the time of the Annual Meeting and at least once each quarter thereafter. It shall hold special meetings at the call of the president or on the petition of 25 percent of the directors.

Section 6. A notice of each meeting of the Board shall be transmitted in writing to each member of the Board at the member's last recorded address at least 10 days prior to the scheduled date thereof. An agenda and copy of each report and resolution, which are to be considered at such meetings, shall accompany the notice of the meeting and no other matters shall be considered at such meetings without the consent of the majority of the members of the Board in attendance.

#### **OP No. 7 - BALLOTS OF THE BOARD**

Section 1. The president may at any time direct the secretary to submit any question to the members of the Board by means of a letter or electronic ballot.

Section 2. Upon direction of the majority of the members of the Board present at any meeting, where less than all members of the Board are present, the secretary shall submit any question to all members of the Board by means of a letter or electronic ballot.

Section 3. In the event of any meeting at which less than all members of the Board are present and the majority vote on any question constitutes less than a majority of all members of the Board, any member of the Board may direct the secretary to submit the question to all members of the Board by means of a letter or electronic ballot.

Section 4. A majority of all votes received within 15 days of the mailing of the ballots by the Secretary shall decide the question, provided votes are received from at least two-thirds of the total membership of the Board.

Section 5. The secretary shall record as a part of the minutes of the appropriate meeting the data concerning each letter ballot, including the dates of the mailing and the return of the ballots, and the names and votes of all members voting. The secretary shall notify all members of the Board of the results within three weeks of the date the letter ballots were mailed to Board members by the Secretary.

### **OP No. 8 - ELECTIONS**

Section 1. A Nominating Committee shall be constituted on or before December 1 of the calendar year prior to the year in which elections will be held and shall cease to exist after the election results have been certified by the Teller Committee and delivered to the Secretary. When the results are received by the Secretary, he shall inform the Chair of the Nominating Committee that the elections results have been received. Members of the Nominating Committee, other than the Chair, shall be proposed by the President and approved by the Board. The Nominating Committee shall solicit candidates for office from the chapters, practice divisions, Young Engineers' Advisory Council, if these exist, and membership-at-large by contacting each organizations leadership and notifying the membership through the state publication and email.

Section 2. Any member can submit nominations to the Nominating Committee for consideration. Nominations may be submitted to the Secretary or directly to the Nominating Committee. The nomination shall contain the name of the member being nominated along with a brief description of the member's biography. Endorsements and testimonials of the member's capabilities to fulfill the duties of the office for which they are being nominated for shall be encouraged. A member may be self-nominated for an office.

Section 3. The Nominating Committee shall review the nominations for each office and consider whether candidates are qualified. They may contact the candidate or others who may be familiar with the candidate's qualifications and capabilities to determine whether they are capable of serving in the office for which they are nominated. The Nominating Committee shall report all qualified candidates for each office to the Secretary for inclusion on the official ballot for voting, not later than April 1st.

Section 5. A valid ballot shall be one, which is returned to the secretary in an envelope bearing a postmark date on or before May 10th, and which bears the signature of the member in the designated space. Electronic ballots shall be considered valid if the Board establishes safeguards similar to those outlined in NSPE Bylaw 24 and defines detailed operating procedures for electronic ballots.

Section 6. The secretary shall promptly deliver unopened valid ballots to the Tellers Committee, which shall canvass the ballots and report and certify the number of votes cast for each nominee to the secretary on or before June 15th. The secretary shall transmit such information to the officers, officers-elect and chapters as soon as available, but no later than June 15th and publish the results in the next issue of the Society publication.

Section 7. The election of chapter officers shall be completed on or before June 1st of each year in which an election is to be conducted. They shall assume their duties on the first day of the administrative year and shall hold office until their respective successors assume such duties. The procedures for electing chapter officers shall be established in the chapter bylaws.

Section 8. Each practice division shall elect a chair and chair-elect. The procedures for nomination and election to these positions shall be established in the Practice Division Operating Procedures.

Section 9. The Young Engineers' Advisory Council shall elect a chair and chair-elect. The procedures for nomination and election to these positions shall be established in the Young Engineers' Council Operating Procedures. These positions shall constitute the officers of the Young Engineers' Advisory Council.

**OP No. 9 - OFFICERS**

Section 1. President -- The president shall preside at all meetings of the Society and of the Board of Directors; shall be an ex-officio, member of all committees; shall appoint chairs and members of all committees; and have general direction of the business of the Society. The President shall exercise supervision over the operations of the executive director or administrator, if employed and keep the Board apprised concerning that office. The President shall confirm that the Treasurer has reported the tax filing status to the Board during the months of October, November, December, January, and February, and shall require the Treasurer to provide such status if not reported.

Section 2. President-Elect -- The president-elect shall act as president in the president's absence, and shall undertake assignments at the request of the president or the Board. The principal activity of the president-elect shall be an assessment of the Society, and the development of plans for the following year.

Section 3. Vice President(s) -- The vice president(s) shall have such duties as the president or Board may assign. In the absence of, or in case of the inability of the president and president-elect to serve, it shall be the duty of one of the vice presidents to perform all the duties of the president. The selection of which vice-president shall assume the duties of the president shall be determined by a majority vote of the Board.

Section 4. Treasurer -- It shall be the duty of the treasurer to protect all money and records of account of the Society, make an annual report of receipts and disbursements to the Society; give such financial security, to secure the faithful discharge of duties as may be determined from time to time by the Board. The fee for financial security shall be paid out of the treasury of the Society. At the expiration of the term of office, all books, papers, and money belonging to the Society shall be turned over to the successor treasurer, who shall give the preceding treasurer a receipt therefore. The Treasurer shall file tax reports (IRS Form 990) by November 15th following the close of the Fiscal Year, or apply for an extension by that date, and file the reports by the date of such extension if approved. The Treasurer shall report to the Board monthly during October, November, December, January, and February, the status of the tax report filings. The services of a professional tax preparer may be engaged for the preparation or filing of these reports. The Treasurer shall file, or arrange to have filed, other tax or financial reports as may be required by law.

Section 5. Secretary -- The secretary shall record proper proceedings of meetings and perform such duties as are required by law, or assigned by the Board. The Secretary shall confirm that the Treasurer has reported the tax filing status to the Board during the months of October, November, December, January, and February, before finalizing the minutes of the Board meetings for those months.

Section 6. Executive Director--The executive director or administrator, if appointed, shall keep an accurate record, and have custody, of all official papers and records; call the meeting to order in the absence of the president, president-elect and vice presidents; issue all calls and notices ordered by the president or the Board; submit at the Annual Meeting a written report covering the duties and activities of the position, including a statement of the membership of the Society; give financial security, to be paid out of the treasury of the Society, to secure the faithful discharge of assigned duties; receive such compensation as the Board shall determine; and have such other duties and prerogatives as the Board may assign. At the expiration of service, the executive director shall turn over to a designated successor all books, documents and other property of the Society in the custody of the executive director, receiving a receipt therefore.

Section 7. NSPE Delegate --The Delegate to the House of Delegates shall attend and represent the Society at the NSPE House of Delegates Assembly and represent the Society in all other matters of the House of Delegates. The Delegate shall report actions taken by the House of Delegates to the Society Board of Directors and shall consult with the Board of Directors on a regular basis to properly represent the wishes of the Society before the House of Delegates.

**OP No. 10 - COMMITTEES**

Section 1. The Standing Committees of the Society shall be as set forth by the Board. The committees may include:

- Licensure and Qualification for Practice
- Continuing Professional Competency
- Legislative and Government Affairs

Ethics and Practices  
Engineers Week  
Honor Awards  
Public Relations  
Publications (official magazine or newsletter)  
Membership  
Chapter Activities  
Budget and Finance  
Nominating  
Policy Review  
MATHCOUNTS

Section 2. Each of the standing committees shall consist of members appointed annually by the president, who shall also designate the chair of each committee. The practice divisions may appoint such committees as are necessary to carry on their activities.

Section 3. Each standing committee shall inform the Board of its activities at least once each year, or as otherwise directed by the president.

Section 4. The president shall appoint such other special committees as may be desirable for the conduct of the business of the Society.

Section 5. No committee shall commit the Society without specific authorization from the Board.

#### **OP No. 11 - PRACTICE DIVISIONS**

Section 1. Practice divisions, comprised of members having common professional interests, shall operate under the Bylaws of the Society. Operating Rules and any changes thereto must have the approval of the Board before becoming effective. The Board may create or dissolve a practice division after conducting a hearing on the need for such action. The president may appoint a committee to conduct the affairs of the practice divisions.

Section 2. The practice divisions shall provide effective forums for discussion and united action for members grouped according to type of professional employment. The goal of practice divisions shall be improved professional recognition, improved conditions of employment, and other matters of mutual benefit.

Section 3. Membership in each practice division shall be limited to members of the Society, except as specifically provided for in the Rules of the division.

Section 4. The officers of each practice division shall include a chair, chair-elect, the immediate past chair, and such other officers as determined by the division and approved by the Board.

Section 5. Officers shall assume the duties usually performed by officers in like positions, subject to rules, which may be adopted by the division and approved by the Board.

Section 6. The officers shall constitute the practice division executive board.

Section 7. When considered necessary for promoting or forwarding its special objectives, any practice division may establish a fund for that purpose, to be maintained in the treasury of the Society. Such funds may be obtained through dues or assessment of its own members or both; or by other means, which are authorized by the Board. The treasurer of the Society shall be the custodian of all practice division funds, the expenditure of which shall be subject to the approval of the officers of the division.

Section 8. Minutes shall be kept and filed for all meetings of practice divisions and the division executive board. An annual report outlining the division's activities for the year, including financial statement and officers, shall be made to the Board.

Section 9. All actions by practice divisions shall be consistent with the policies of the Society.

Section 10. Practice divisions serving the Society shall be as follows:

Professional Engineers in Construction  
Professional Engineers in Education  
Professional Engineers in Government  
Professional Engineers in Industry  
Professional Engineers in Private Practice

**OP No. 12 – YOUNG ENGINEERS’ ADVISORY COUNCIL**

Section 1. All Society members who are 35 years old or younger at the beginning of the administrative year shall be members of the Young Engineers’ Advisory Council (hereafter referred to as YEAC). Only those members who are voting members of the Society shall be voting members of the YEAC.

Section 2. The YEAC shall provide effective forums for discussion and united action for issues related to the professional employment and development of young engineers. The goal of the YEAC shall be improved professional development and recognition, improved conditions of employment, and other matters of mutual benefit for its members.

Section 3. The YEAC shall establish Operating Rules that shall govern their activities. These Operating Rules and any changes thereto shall receive approval by the Board before becoming effective.

Section 4. The officers of the YEAC shall include a chair, chair-elect, the immediate past chair, and such other officers as determined by the YEAC and approved by the Board.

Section 5. Officers shall assume the duties usually performed by officers in like positions, subject to rules, which may be adopted by the YEAC and approved by the Board.

Section 6. The officers shall constitute the YEAC’s executive board.

Section 7. When considered necessary for promoting or forwarding its special objectives, the YEAC may establish a fund for that purpose, to be maintained in the treasury of the Society. Such funds may be obtained through dues and/or assessment of its own members; or by other means, which are authorized by the Board. The treasurer of the Society shall be the custodian of all funds, the expenditure of which shall be subject to the approval of the officers of the YEAC.

Section 8. Minutes shall be kept and filed for all meetings of the membership and the executive board. An annual report outlining the YEAC's activities for the year, including financial statement and officers, shall be made to the Board.

Section 9. All actions by the YEAC shall be consistent with the policies of the Society.

**OP No. 13 - MEETINGS**

Section 1. The Annual Meeting of the Society shall be held as ordered by the Board for receiving the annual reports and the transaction of any other business. All members of the Society are welcome at this meeting.

Section 2. Periodic or special meetings of the Board, called as provided for in the Bylaws shall be meetings open to all members of the Society. A “closed” or “executive” session may be called only to discuss personnel, disciplinary or other legal matters that require strict confidentiality. A “closed” meeting shall be called only upon a vote of the Board. Only business specifically allowed for in a “closed” meeting shall be discussed.

Section 3. The order of business at meetings of the Board shall be determined by the president and shall be subject to approval of the Board.

Section 4. Robert's Rules of Order, revised, shall govern matters of parliamentary procedure of the Society.

**OP No. 13 - OFFICIAL PERIODICAL**

Section 1. The Society shall publish an official periodical to be known as "\_\_\_\_\_". This publication shall be produced on a \_\_\_\_\_ basis and shall be distributed to all members of the Society, either via mail or electronically. The subscription cost for members shall be included in their annual dues fee. The Board shall establish a subscription rate for non-members interested in receiving the publication.

Section 2. Paid advertisements may be sold to generate revenue in conjunction with the official periodical. The Board shall establish advertising standards and rates. Any revenue generated shall be deposited in the general fund of the Society.

#### **OP No. 14 - DISCIPLINE**

Section 1. Charges or complaints of alleged violations of the Code of Ethics or of laws and regulations governing the profession may be filed in writing by anyone having factual knowledge of the matters; charges concerning the NSPE Bylaws or Society Bylaws shall be filed by a member in good standing. Each member is responsible to render written reports of factual knowledge of alleged violations of the Code of Ethics. Such charges shall be filed with the secretary of the Society.

Section 2. The Ethics and Practices Committee shall conduct an initial informal investigation of alleged violations. When such informal investigations indicate that a formal investigation is advisable, the Society president shall direct the Ethics and Practices Committee to conduct a formal investigation and recommend whether or not a hearing is warranted.

Section 3. Hearings will be conducted by a Hearing Commission consisting of not less than three past presidents, appointed by the president, which shall render a decision in the matter.

Section 4. The accused shall have the right to appeal the decision to the Board of Directors, in which case the Hearing Commission members who sat earlier shall not participate in the appeal proceedings.

Section 5. A two-thirds vote of the Board in an appeal shall be necessary to a finding sustaining a charge or charges. Thereafter the penalty shall be determined by majority vote.

Section 6. Disciplinary action may be taken by the Society against a member who resigns his membership after charges of unethical conduct have been filed against such member, in which case the former member shall have the same rights of defense and procedure as prescribed for members in good standing. In the case of resigned members, the Society may issue a notice of censure or prescribe that the Society records show that such member shall not be eligible for membership for a stipulated number of years, or indefinitely, or both, and may publish its findings.

Section 7. If a professional engineer is charged who is not a member, the accused will be advised of the charges and offered the service of the Society in investigating and adjudicating the charges. If the person charged consents, the case will be handled in the established manner.

Section 8. The person who filed the charges will be notified of the final decision and it shall be published in the official publication of the Society unless the Board shall have determined that justice is better served by withholding publication.

Section 9. The Board shall adopt and publish a policy and procedures to govern the handling of disciplinary matters. The procedures shall provide for due process, for representation by counsel, for cooperation and exchange of information with and recommendations to the State Registration Board, for recording and disposition of records, for use of advisory counsel by the Society and for cooperation with other state societies and the National Society.

#### **OP No. 15 - ADMINISTRATIVE AREAS**

Section 1. The administrative areas of the state for the election of vice presidents shall be as follows: Intentionally omitted and to be completed as the need arises.