

# **Bylaws for the North Dakota Society of Professional Engineers**



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# **NORTH DAKOTA SOCIETY OF PROFESSIONAL ENGINEERS BYLAWS**

## **PREAMBLE**

Recognizing that service to the public, to the State, and to the profession is a fundamental obligation of the professional engineer, the North Dakota Society of Professional Engineers does hereby dedicate itself to the promotion and protection of the profession of engineering as a social and economic influence vital to the welfare of the community and all mankind.

## **BYLAW 1. - THE STATE SOCIETY**

- Section 1. **NAME.** The name of this organization shall be the North Dakota Society of Professional Engineers, hereinafter called the State Society.
- Section 2. **AFFILIATION.** The State Society shall be affiliated with the National Society of Professional Engineers, hereinafter called NSPE.
- Section 3. **INCORPORATION.** The State Society shall be incorporated under the laws of the State of North Dakota as a Section 501 (c) (6) nonprofit organization.
- Section 4. **INSIGNIA.** An official insignia shall be designed and adopted by a majority vote of the membership of the State Society. Use and display of this insignia shall be limited to members only unless prior approval has been obtained from the Board of Directors.
- Section 5. **SEAL.** An official seal shall be designed and adopted by a majority vote of the membership of the State Society for use on official documents such as certificates of membership, awards, and special recognition.

## **BYLAW 2. - OBJECTIVES**

- Section 1. The object of this State Society shall be the advancement of the profession of engineering in the State of North Dakota, as generally outlined in the Articles of Incorporation. This shall be deemed to include the following:
- a) Protection of the public welfare by encouraging all qualified engineers to seek legal status through registration,
  - b) Uniting all professional engineers of the state in one organization,
  - c) Advancement of the professional, social, and economic interests of the professional engineer,
  - d) Advancement and protection of the interests of the engineer intern,

- e) Promotion of high standards of engineering education,
- f) Representation for the professional engineer in legislative matters affecting the profession,
- g) Cultivation of public appreciation for the work of the professional engineer through improved public relations,
- h) Development of a civic consciousness by members of the engineering profession, and
- i) Establishment and preservation of high standards of ethical conduct in all professional matters.

### **BYLAW 3 - CHAPTERS**

- Section 1. The membership of the State Society shall be organized into Chapters. The Board of Directors shall recommend to the State Society the redefinition of boundaries and the chartering, combining, or dissolving of Chapters, according to the rules and regulations established by the State Society, as outlined in the Bylaws. Each Chapter thus formed shall have at least ten members above the Student Member grade.
- Section 2. The existing Chapters of this State Society shall be as follows:
- Chapter 1. Counties of Grand Forks, Nelson, Walsh, Pembina, Cavalier, Ramsey, Eddy, Benson, and Towner.
- Chapter 2. Counties of Rolette, Pierce, McHenry, Bottineau, Renville, Ward, Mountrail, Burke, Divide, Williams, and McKenzie.
- Chapter 3. Counties of Golden Valley, Slope, Bowman, Adams, Hettinger, Stark, Dunn, Billings, McLean, Mercer, Oliver, Morton, Grant, Sioux, Emmons, Burleigh, Wells, Logan, Kidder, Sheridan, and McIntosh.
- Chapter 4. Counties of Foster, Cass, Stutsman, LaMoure, Dickey, Steele, Barnes, Traill, Richland, Sargent, Ransom, and Griggs.
- Section 3. Each Chapter chartered by the State 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 State Society. Duly adopted chapter bylaws shall be submitted to the State Society for archiving.
- Section 4. The Chapters shall engage only in such activities as are consistent with professional ideals and ethics. Such activities shall be restricted to the geographical area for which the Chapter is chartered, except as the Board of Directors may authorize.
- Section 5. The fiscal year and administrative years of the Chapters shall be concurrent with those of the State Society.
- Section 6. In all matters of local concern not covered by these Bylaws, chapters shall retain full autonomy, but may call upon the State Society and NSPE for advice, counsel and assistance.

- Section 7. Chapters shall not contract any debt or obligation on behalf of the State Society unless expressly authorized by the Board of Directors.
- Section 8. Student members in engineering colleges and universities may be organized into student chapters, as provided in the Operating Procedures.

#### **BYLAW 4 - MEMBERSHIP**

- Section 1. The membership grades shall coincide with those grades as set by NSPE and shall consist of Licensed Member, Licensed Life Member, Licensed Retired Member, Member, Associate Member, Fellow Member, Affiliate Member, Honorary Member, and Student Member as defined by the Bylaws of NSPE.
- 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 State Society.
- Section 4. All members eligible for membership in NSPE shall be encouraged to become members of NSPE.
- 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 State Society.
- Section 6. A member may be disciplined by the State Society for cause as provided in the State Society's operating procedures. In disciplinary matters, the Board of Directors 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 of Directors judgment, the circumstances warrant.

#### **BYLAW 5 – OFFICERS**

- Section 1. The officers of the State Society shall consist of the president, president-elect, vice president, secretary-treasurer, NSPE Delegate, immediate past president and Chapter Presidents. Other ex-officio members of the State Society shall include the Chair for each active Practice Group that has been formally elected by their members as outlined in Bylaw 7. These Chairs shall not be voting members as it relates to the changes in Operating Procedures and Bylaws.
- Section 2. The President, President-Elect and Vice President shall each serve a term of one year. The Secretary-Treasurer shall serve a two year term. The officers shall have the authority to hire an Executive Secretary to assist with the administrative function of the State Society.
- Section 3. A Delegate to the NSPE House of Delegates shall be elected by the State Society to represent the State Society at the NSPE House of Delegates Assembly. This member shall serve as Delegate for a two year term and shall be eligible to serve no more than two consecutive terms.

Section 4. Eligibility to nomination, election or retention of a position as an elective officer of the State Society shall be contingent upon residence or employment in the state and membership in the State Society.

Section 5. The duties of the officers shall be as defined in the operating procedures.

Section 6. The fiscal responsibilities of the State Society shall be assigned to the Secretary-Treasurer. The Secretary-Treasurer shall be bonded, at the expense of the State Society, for such an amount as determined by the Board of Directors.

Section 7. The Officers shall assume their respective offices, and the President-Elect elected the previous year shall become President at the conclusion of the annual convention, following their election, and shall hold office until their successors have been duly elected and installed. If the annual convention is not held, the President-Elect shall automatically assume the Presidency for the year on May 1 and all other Officers shall remain in office until their successors have been duly elected and installed.

Section 8. 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 their own term as president. The office of president-elect shall remain vacant until the next Annual Meeting, at which meeting a president-elect shall be installed. A vacancy occurring in any other position shall be filled through election by the Board of Directors, 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.

#### **BYLAW 6 –NOMINATION AND ELECTIONS**

Section 1. Nomination for elective offices shall be made by the Nominating Committee which shall have the immediate Past President as its chair and one member selected by each of the Chapters. In the event the immediate Past President is no longer available, the preceding Past President in line of service shall become chairperson of the Nominating Committee. Members of the Nominating Committee are ineligible for nomination by the Nominating Committee.

Section 2. Additional nominations, which may include members of the Nominating Committee, may be made from the floor at the annual meeting. Prior consent of the nominee must be obtained before placing the persons name in nomination.

Section 3. Election of individuals to any open position shall be made at the annual meeting by a plurality vote on secret ballot.

Section 4. Three (3) nominees are to be submitted, by the Secretary-Treasurer, to the Governor for each vacancy on the State Board of Registration for Professional Engineers and Land Surveyors as prescribed by law and shall be selected as follows:

The Nominations Committee shall submit a list of not less than three (3) names of candidates to the membership at the annual meeting for each vacancy on the North Dakota State Board of Registration for Professional Engineers and Land Surveyors that exists, or will exist, as of July 1. Each voting member present shall vote for one (1) candidate by secret ballot and the candidate receiving a plurality vote shall be number one (1) on the list sent to the Governor. The balloting shall be repeated to determine positions two and three on the list. After each ballot, the membership will be informed of the person selected; the list of candidates for subsequent ballots will not include that person's name. The names of the nominees shall be presented to the Governor in descending order, beginning with the first person selected, and proceeding to

the last person selected by the State Society.

- Section 5. The Nominations Committee shall not submit any individual's name, for consideration to the membership at the annual meeting, for any vacancy on the North Dakota State Board of Registration for Professional Engineers and Land Surveyors, who has completed two consecutive five year terms on the North Dakota State Board of Registration for Professional Engineers and Land Surveyors, immediately prior to the forthcoming vacancy.
- Section 6. 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 State Society in good standing, or by such other procedure as determined by the Board of Directors. This ballot may be combined with the ballot for the election of Officers.
- Section 7. The nominee receiving a plurality of votes cast for each respective 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.

#### **BYLAW 7 – ADMINISTRATION**

- Section 1. The Officers will constitute the Board of Directors. Practice Division and Committee Chairs are encouraged to attend the Board of Directors meetings, but do not have voting rights concerning questions of policy and administering the affairs of the State Society. The Board of Directors shall determine all questions of policy and shall administer the affairs of the State Society under these Bylaws, its established Operating Procedures and the general provisions of the law under which it is incorporated. Ex-officio Members of the Board of Directors include the engineering deans of North Dakota State University and the University of North Dakota, as long as they are members of the State Society. The Executive Secretary shall also be an ex-officio member, but need not be a member of the State Society.
- Section 2. The latest version of Robert's Rules of Order shall be the parliamentary authority for conducting votes and administering the State Society.
- Section 3. A simple majority of the Board of Directors members shall constitute a quorum. An affirmative vote of a majority of the Board of Directors members present at any regular or duly called meeting shall be required to pass any motion not inconsistent with the Bylaws of the State Society. The president shall vote only when necessary to break a tie.
- Section 4. The Board of Directors shall have authority to decide upon any question by means of a letter or electronic ballot directed to all members of the Board of Directors. 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 of Directors shall direct the investment and care of funds for the State Society and shall adopt an annual budget and make appropriations for other specific purposes.
- Section 6. No member of the Board of Directors shall receive a salary or compensation from the State Society, except for expenses incurred on behalf of the State Society as approved by the Board of Directors.
- Section 7. The administrative and fiscal year of the State Society shall be the same as the administrative and fiscal year of NSPE.

Section 8. The location of the headquarters of the State Society shall be determined by the Board of Directors.

Section 9. The Board of Directors shall develop written Operating Procedures, which shall become effective, be amended or be rescinded upon a majority vote of the Board of Directors, unless otherwise indicated by the Board of Directors.

#### **BYLAW 8 - MEETINGS**

Section 1. The State Society shall hold an annual meeting at such time and place as may be selected by the Board of Directors. The meeting shall be open to all members and their guests.

Section 2. Special meetings of the State Society shall be called by the President on two-thirds vote of the Board of Directors; or upon petition by fifty members of the State Society, or ten per cent of the membership, whichever is the smaller number.

#### **BYLAWS 9 - PRACTICE DIVISIONS**

Section 1. The establishment of practice divisions is authorized to further the objectives of the State Society. The Chair of each practice Division shall be elected by the membership of each division or in the absence of a formal election, appointed on an annual basis by the Board of Directors.

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

#### **BYLAWS 10 - COMMITTEES**

Section 1. The Chair of the standing committees for the next administrative year shall be selected by the President-Elect prior to the annual meeting. The Committee Chair shall be announced at the annual meeting after the Officers for the coming year have been elected. The remaining members of standing committees shall be appointed by said President-Elect prior to the beginning of the administrative year. The appointments to standing committees shall be subject to concurrence by the Board of Directors.

Section 2. The duties of the standing committees shall be as outlined in the Operating Procedures.

Section 3. Special committees shall be appointed by the President, subject to concurrence by the Board of Directors.

Section 4. The duties of special committees shall be defined by the Board of Directors.

#### **BYLAW 11 – AMENDMENTS**

Section 1. Amendments to these Bylaws may be proposed by: (a) a majority vote of the entire Board of Directors; or (b) a petition signed by not less than 10 percent of the members of this State 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 of Directors. A minimum of 15 days must pass between the presentation of the amendment proposal to the Board of Directors and the vote to approve or disapprove the amendment proposal.

Section 3. All Board of Directors approved amendments to the Bylaws shall be presented to the members of NDSPE at the annual convention for the members review. All amendments shall be approved or be rescinded upon by a majority vote of the members at the annual convention. The Board of Directors is authorized to implement approved amendments in accordance with Bylaw 11, Section 2, until the members review the amendments at the annual convention. Any costs associated with implementation of a Board of Directors approved amendment shall be compensated for by the State Society even if the amendment is later rescinded by the members at the annual convention.

### **BYLAW 12 – DISSOLUTION**

Section 1. The State Society shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of said funds shall inure, or be distributed, to the members of the State Society. On dissolution of the State Society, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors. Any residual shall be contributed to NSPE.

### **BYLAW 13 - 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 and Bylaws and prior amendments thereto are repealed.

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