

**BYLAWS  
OF THE  
NORTH DAKOTA  
SOCIETY OF  
PROFESSIONAL ENGINEERS  
EDUCATIONAL FOUNDATION**



## Table of Contents

ARTICLE I – NAME AND OFFICE .....	1
ARTICLE II – PURPOSE .....	1
Section 1 Foundation Funds .....	1
Section 2 Use of Income from Foundation Funds and Donations.....	1
Section 3 Irrevocability of Foundation.....	1
ARTICLE III – MEMBERSHIP.....	2
ARTICLE IV – MANAGEMENT.....	2
ARTICLE V – BOARD OF TRUSTEES .....	2
Section 1 Number .....	2
Section 2 Appointed Members .....	2
Section 3 Elected Members .....	2
Section 4 Duties and Powers of the Board .....	3
Section 5 Removals .....	3
ARTICLE VI – OFFICERS.....	3
Section 1 Election of Officers .....	3
Section 2 Term of Office.....	3
Section 3 Duties of Officers .....	3
Section 4 Vacancies.....	4
ARTICLE VII – MEETINGS OF THE BOARD .....	4
Section 1 Annual Meeting.....	4
Section 2 Special Meetings .....	4
Section 3 Notice of Meeting.....	4
Section 4 Quorum.....	4
Section 5 Voting.....	4
Section 6 Inspectors of Election.....	4
ARTICLE VIII – COMMITTEES.....	5
Section 1 Standing Committees.....	5
Section 2 Special Committees .....	5
ARTICLE IX – MINUTES.....	6
ARTICLE X – AMENDMENTS.....	6
Section 1 Notice .....	6
Section 2 Adoption.....	6

## **ARTICLE I – NAME AND OFFICE**

The name of this Foundation shall be “THE NORTH DAKOTA SOCIETY OF PROFESSIONAL ENGINEERS EDUCATIONAL FOUNDATION.” The principle office shall be located at the same location as the principle office of the North Dakota Society of Professional Engineers.

## **ARTICLE II – PURPOSE**

This charitable foundation is created and shall be operated exclusively for the educational benefit of North Dakota engineering students who are residents of North Dakota and other members of the North Dakota Society of Professional Engineers. No part of the Foundation fund shall benefit any member of its Board of Trustees and no part of the activities of this fund shall consist of carrying on propaganda, or otherwise attempting to influence legislation, or of participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions hereof, this Foundation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization which is tax exempt or by donations to which are deductible from taxable income to the extent allowed by the provisions of the Internal Revenue Code and other applicable legislation and regulations as they now exist or may hereafter be amended.

### **Section 1 Foundation Funds**

If any person or persons at any time are disposed to make gifts or bequests to the Foundation, power and authority is hereby conferred upon the Board of Trustees to receive such gifts and bequests and to apply the principle, therefore to the Funds of the Foundation, or such uses as described in Section 2; provided, that such gifts or bequests are not made upon any terms or conditions that would conflict with the uses, purposes, and provisions of these Bylaws and the administration thereof by the Board of Trustees.

### **Section 2 Use of Income from Foundation Funds and Donations**

The Board of Trustees shall apply the income earned from the Foundation Fund principle at such times, in such manner, and in such amounts as they may determine, or as may be required by designated donations, to the uses and purposes set forth in Paragraph 1 of Article II. All funds received prior to January 1, 2011 are restricted principle and only the earnings on these funds may be expended. Any funds received after January 1, 2011 shall be available for annual operational expenses (e.g., administration, marketing, postage, etc...) and scholarships unless designated to principle at the donor’s request. Each year at the annual meeting the Board of Trustees, shall determine the amount of funds collected during the previous year that shall be placed into the principle restricted funds.

### **Section 3 Irrevocability of Foundation**

The provisions of Article II shall not be subject to modification or amendment without a 75% vote of the Board of Trustees, for the lifetime of the North Dakota State Society of Professional Engineers. Should termination of the Foundation be necessary, the Board of Trustees shall thereupon distribute the accumulated principle in accordance with ARTICLE X, Section 3 Dissolution.

## **ARTICLE III – MEMBERSHIP**

Membership in the Foundation shall be comprised of the membership of the North Dakota Society of Professional Engineers and other members elected according to the provisions of Article V–Section 3.

## **ARTICLE IV – MANAGEMENT**

The management of the foundation, the control of its property and affairs, and the selection of the recipients who will benefit from the purposes and objects of the foundation shall be vested in its Board of Trustees and its officers.

## **ARTICLE V – BOARD OF TRUSTEES**

### **Section 1 Number**

The Board of Trustees shall consist of at least five (5) but not more than ten (10) members, all of whom shall be members of the foundation by virtue of appointment or election as set forth herein.

### **Section 2 Appointed Members**

The appointment of members to the Board of Trustees shall be made by virtue of position within the North Dakota Society of Professional Engineers and the state’s institutions with ABET accredited programs in engineering education. These members shall include:

- a) current President and President-Elect of NDSPE;
- b) two most immediate past presidents of NDSPE;
- c) current Secretary-Treasurer of NDSPE; and
- d) NDSU and UND Engineering Deans or their designees.

### **Section 3 Elected Members**

The Board of Trustees may, from time to time, elect as members, with such titles and designations as it shall select, such persons, who need not be members of the State Society, to be members of the Foundation and its Board. The duties of those members who may be elected as voting members of the Board shall be such as may be assigned by the Board of Trustees but shall not be in conflict with the duties of the regular officers of the Foundation. Elected members to the Foundation and its Board shall continue as such at the will of the Board of Trustees.

## **Section 4 Duties and Powers of the Board**

The Board of Trustees shall have the control and management of the affairs of the Foundation, and, in addition to the powers and authorities expressly conferred upon them through these Bylaws, may exercise all such powers and do all such acts and things as are by law provided and are usually done by the Board of Trustees of a membership foundation, including the right to appoint committees, to allot to such committees duties and powers as the Board may deem proper, and to select the recipients who will benefit from the purposes and objects of the Foundation.

## **Section 5 Removals**

Any officer or Trustee may be removed by the affirmative vote of two-thirds (2/3) of the members of the Board of Trustees represented at a meeting of the Board provided such action was included on the advance agenda for the meeting and provided a quorum, as defined in Article VII Section 4, is present at said meeting in person (not by proxy).

# ***ARTICLE VI – OFFICERS***

## **Section 1 Election of Officers**

The Board of Trustees shall elect from among its members, a President, a Vice President, and a Secretary-Treasurer at the Foundation annual meeting.

## **Section 2 Term of Office**

The elected officer shall serve for one (1) year and until his qualified successor is elected.

## **Section 3 Duties of Officers**

- (a) President – The President shall be the Chief Executive Officer of the Foundation and perform the duties usual to a president of a membership foundation. He shall preside at all meetings of the Board. He shall be an ex-officio member of all committees. He shall have power to sign all documents, contracts and negotiable instruments as the designated agent of the Foundation.
- (b) Vice President – The Vice President shall perform such duties and have such powers as may be delegated to him from time to time by the President or the Board of Trustees. In the absence of the President he shall preside at meetings of the Board of Trustees.
- (c) Secretary-Treasurer – The Secretary-Treasurer shall keep a record of all Board meetings and all financial accounts of the Foundation. He shall be responsible for the care and custody of all moneys, records, and papers relating to the business of the Foundation.

## **Section 4 Vacancies**

In the event the President becomes unable to serve, he shall be succeeded by the Vice President. Any other officer vacancies shall be filled for the unexpired term by presidential appointment.

# **ARTICLE VII – MEETINGS OF THE BOARD**

## **Section 1 Annual Meeting**

There shall be one regular meeting of the Board of Trustees at the same place and during the same time as the Annual Meeting of the North Dakota Society of Professional Engineers.

## **Section 2 Special Meetings**

Special Meetings may be called at any time by the President or the written request of at least three (3) members.

## **Section 3 Notice of Meeting**

Notice of any meeting shall be mailed, telegraphed, telephoned, facsimile transmitted (faxed), e-mailed or sent by any other method deemed appropriate with current technology, to all members of the Board at least seven (7) days before the date of such meeting. Such notice shall set forth the place, date, time and purposes of such meeting

## **Section 4 Quorum**

At all regular and special meetings of the Board, the presence in person or by proxy of a simple majority of the board members, but not less than four (4) members, shall constitute a quorum.

## **Section 5 Voting**

At all meetings, votes shall be by voice unless the presiding officer or one-half (1/2) of the members present, request voting by roll call or written ballot. Whenever voting entails or permits voting by a member present at a meeting, any absent member may designate a proxy to vote for such absent member. The proxy shall be in writing, signed by such absent member.

## **Section 6 Inspectors of Election**

At the annual meeting, two (2) members shall be appointed as inspectors of election whose duties it shall be to inspect and pass upon all written ballots.

## **ARTICLE VIII – COMMITTEES**

Committees shall be classified as standing or special purpose committees.

### **Section 1 Standing Committees**

The members and chairman of the Standing Committees shall be appointed by the President with the approval of the Board of Trustees with representatives from each of the Society's Local Chapters.

#### **A. Guidance and Scholarship Committee**

The duties of the committee shall include the following:

1. To provide career guidance for prospective engineers and engineering technicians.
2. To be concerned with all problems involving contacts with engineering college students and engineering deans and faculty in the encouragement of student professional development.
3. To review and recommend all applications submitted by local chapters for state and national consideration according to the established procedures of the state and national foundations.

#### **B. Endowment and Finance Committee**

The duties of the Committee shall include the following:

1. Direct a program to build up the Endowment Fund and increase the number of endowed programs.
2. Study the financial structure of the Foundation and recommend to the Trustees ways and means for improving the financial condition of the Foundation.

### **Section 2 Special Committees**

Special Committees may be appointed by the President of the Foundation to handle special matters, which come up from time to time.

## **ARTICLE IX – MINUTES**

Minutes of meetings of the Board of Trustees shall be mailed to all Trustees by the Secretary within thirty (30) days of the adjournment of the meeting. Reports by the various committees shall be made available for mailing with regular meeting notices.

## **ARTICLE X – AMENDMENTS**

### **Section 1 Notice**

These Bylaws may be amended at any regular or special meeting of the Board of Trustees provided that a copy of the proposed amendment(s) shall be mailed to each Trustee at least fourteen (14) days and not more than forty (40) days prior to the date of the meeting at which the amendment(s) will be considered.

### **Section 2 Adoption**

Amendment(s) shall be adopted that receive an affirmative vote of two-thirds (2/3) of the members represented at a meeting outlined in Section 1 of this Article X. A copy of the approved amendment(s) shall be included in the minutes of the meeting.

### **Section 3 Dissolution**

Upon dissolution of the organization, the accumulated principle shall be distributed to the State's Engineering schools prorated on a per student basis or for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

These Bylaws were approved by vote of the Board of Trustees of the NDSPE Educational Foundation on September 5, 2012.

Respectfully Submitted by Michael H, Gunsch, Chairman, NDSPE Educational Foundation

\_\_\_\_\_  
*Michael H. Gunsch, President*

Date: \_\_\_\_\_