

**North Dakota Society of Professional Engineers  
Board of Directors Meeting  
February 2, 2007 – Teleconference Call**

1. **Call to Order** – The Board of Directors of NDSPE met via teleconference on February 2, 2007 at 12:15 p.m. President Gregg Thielman called the meeting to order. Present by city were:

Bismarck: James Landenberger, Bruce Nelson, Kevin Nelson and Mary Nelson  
Fargo: Gregg Thielman, Don Andersen and Lawrence Woodbury  
Grand Forks: Jay Kleven  
Minot: Tom Atkinson

The Secretary declared that a quorum was present.

2. **Introductions**

3. **Adoption of the Agenda –**

**James Landenberger moved to approve the agenda as presented. Motion was seconded by Tom Atkinson and carried.**

4. **Approval of Minutes** – the minutes from the Board of Directors teleconference held on January 12, 2007 were distributed via e-mail and reviewed.

**Bruce Nelson moved that the minutes be approved as distributed. Motion was seconded by James Landenberger and carried.**

5. **Old Business –**

- a. **Status Constitution & Bylaws Committee Amendments** – Tom Atkinson, Chair of the Constitution & Bylaws Committee e-mailed an updated draft of the Bylaws and Operating Procedures for the Board of Directors to review. Tom stated the main changes made were as follows:

- Mathcounts was taken out from the Operating Procedures as a standing committee. Mathcounts will pursue a foundation similar to the Educational Foundation. Mathcounts would have to relinquish their funds to NDSPE to become a standing committee. Mathcounts will focus on moving towards becoming a Foundation after the upcoming Mathcounts testing. Mathcounts will need to develop Articles of Incorporation and bylaws and submit to the ND Secretary of State.
- Operating Procedure 9, the committee used what NSPE proposes as preferred language.
- Dues should be \$75 not \$72.

Bruce Nelson had some changes he will e-mail to Tom Atkinson. Tom Atkinson will incorporate the changes and e-mail out a clean updated copy. Bruce Nelson commented that at the last teleconference the Board of Directors discussion regarding the disciplinary action (Operating Procedure 9) be left to the Board of registration.

**Bruce Nelson moved to approve the amended Bylaws and Operating Procedure as discussed. Motion seconded by Don Andersen.**

Discussion followed. It was recommended to add that an audit be conducted of the Mathcounts and Educational Foundation too. Both entities are covered under NDSPE bond through State Farm Insurance, with that it is required an audit be conducted. Jay Kleven expressed concern about the

disciplinary section of the Operating procedure and suggested another conference call take place or via an e-mail ballot.

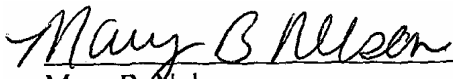
**The question was called and the motion carried.**

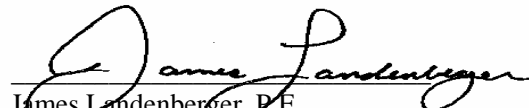
Tom Atkinson commented he will make a final draft of the Bylaws and Operating Procedure and e-mail it to the Board of Directors by Wednesday February 7, 2007. Along with the registration form for the annual meeting a page will be included directing members to the website for the proposed changes. The proposed Bylaws & Operating Procedure will also be posted on the website.

- b. **2007 Annual Meeting Update** – Jay Kleven commented that the agenda will be similar to the past. Ken Rigsby will be attending as the National Officer. Other guests that will be invited are the Manitoba & Saskatchewan delegates and the President of the ND Professional Land Surveyors society and Board of Registration Executive Secretary. Chapter 1 will offer to pay for meals and registration for the guests. A mailing will be sent out with a letter, agenda, and registration form and a page discussing Bylaws & Operating Procedures which Tom Atkinson will provide. James Landenberger will provide the labels for the mailing. Approximately 1 to 1 ½ hrs on the agenda will be for discussion on the Bylaws & Operating Procedure. Business items and elections will be on the Friday agenda. As a note, candidates names for officers and for Board of Registration need to be to the Secretary 45 days before the annual meeting and to the membership 2 weeks before the annual meeting.
6. **New Business –**
- a. **North Central Region Teleconference-** Highlights of the NC teleconference were as follows:
- South Dakota & Minnesota have begun billing their members instead of NSPE.
  - Affiliate membership or formerly known as state-only membership was discussed. This is a topic that ND may want to discuss at the Annual meeting.
  - The Code of Ethics has some phrases in its text that maybe should be deleted. For example: an ethical engineer has to perform community service; an engineer will strive for sustainable excellence, recommended practice & required practice. Gregg Thielman will forward an e-mail regarding the Code of Ethics and it can be discussed at Annual meeting.
7. **Other Business –**
- a. **Fellow Grade Nomination for Kevin Nelson-**Kevin Nelson’s application has been sent and received by NSPE for fellow membership.
8. **Adjourn –**  
**James Landenberger moved to adjourn the meeting. Motion seconded by Tom Atkinson and carried.**

Meeting adjourned at 1:25 p.m.

Respectfully submitted,

  
Mary B. Nelson  
Executive Secretary

  
James Landenberger, P.E.  
Secretary-Treasurer

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