

# Bylaws

(As revised July 2019)

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*Bylaws*  
Table of Contents

Preamble .....	1
Bylaw 1—Name .....	1
Bylaw 2—Objectives.....	1
Bylaw 3—Bylaws and Operating Procedures .....	2
Bylaw 4—Articles of Incorporation .....	2
Bylaw 5—Fiscal and Administrative Year.....	2
Bylaw 6—Headquarters.....	2
Bylaw 7—Affiliated State Societies .....	2
Bylaw 8—Associate Groups.....	4
Bylaw 9—NSPE Membership.....	4
Bylaw 10—Member Discipline .....	6
Bylaw 11—Dues.....	7
Bylaw 12—Officers.....	8
President.....	8
President-Elect .....	8
Vice President .....	8
Immediate Past-President.....	9
Treasurer .....	9
Secretary .....	9
Resignation .....	9
Removal .....	9
Vacancies.....	9
Bylaw 13—House of Delegates.....	9
Bylaw 14—Board of Directors.....	11
Executive Committee.....	13
Bylaw 15—Meetings .....	13
NSPE Annual Meeting.....	14
NSPE House of Delegates Assembly.....	14
NSPE Board of Directors Meetings .....	14
Executive Committee Meetings .....	15
Bylaw 16—Nominations and Elections.....	16
Bylaw 17—[repealed].....	16
Bylaw 18—Executive Director.....	16
Bylaw 19—Control of Funds.....	17
Bylaw 20—Regional Governance .....	17
Bylaw 21—Interest Groups .....	18
Bylaw 22—Operating Boards.....	18
Bylaw 23—Committees and Task Forces.....	18
Bylaw 24—Electronic Voting Provisions and Procedures.....	19
Bylaw 25—Amendments.....	19
Bylaw 26—Dissolution.....	20
Defined Terms of Reference in the ByLaws.....	27

### ***Preamble***

The National Society of Professional Engineers, recognizing that service to Society, the states, and the profession is the premise upon which individual opportunity must be built, does hereby dedicate itself to the promotion and the protection of the licensed professional practice of engineering as a vital social and economic influence on our country.

### ***Bylaw 1—Name***

The name of this nonprofit membership corporation is the National Society of Professional Engineers (“NSPE”).

### ***Bylaw 2—Objectives***

The objectives of NSPE shall be the advancement and protection of the public health and welfare and the promotion of the professional, ethical, social, and economic interests of its members. In meeting its objectives, NSPE and its Affiliated State Societies shall undertake programs:

- 1) To strive throughout the profession and society to protect professional licensure and make professional licensure more meaningful, important and valued.
- 2) To advance and to implement a Code of Ethics to guide the behavior of members of the profession, and to provide means for disclosure or correction of unethical practices.
- 3) To urge all graduate engineers to seek professional status through licensure as a symbol of their competency in engineering, commitment to the Code of Ethics and pride in their chosen profession.
- 4) To advance self-education and self-improvement, motivating all members to upgrade and expand their individual and corporate competencies by promoting a life-long desire to study, develop and learn.
- 5) To provide the primary forum for the effective exchange and advancement of knowledge of matters of concern to professional engineers and to its relations with the outside world.
- 6) To encourage members to participate in civic activities and assume a leadership role in their community to provide valuable insight, wisdom and experience in creating solutions that affect and improve all levels of society and government.
- 7) To conduct liaison and communications with all levels of government and through the use of a variety of media to provide similar liaison and communication with the general public; to report, advise, and interpret the effect of professional licensure on matters of national policy, the activities of public agencies, and through a coordinated effort with appropriate Affiliated State Societies, with State and local governments.
- 8) To provide liaison and communications with other technical and professional engineering societies in the United States and other countries to continue the development of friendly

relations and to promote and encourage dialogue and exchanges that create and enhance benefits to professional engineers around the world.

### ***Bylaw 3—Bylaws and Operating Procedures***

These Bylaws shall be the governing document for NSPE and may only be modified as provided in Bylaw 25 of this document. NSPE Operating Procedures, to further define specific procedures, may be established by a majority vote of the NSPE Board of Directors (the “Board”), but in no case may a NSPE Operating Procedure contradict or countermand the Bylaws. A two-thirds majority vote of the House of Delegates may rescind any NSPE Operating Procedure established by the Board.

### ***Bylaw 4—Articles of Incorporation***

The Board shall have authority to make any changes to the Articles of Incorporation, as may be required to comply with, or remain compliant with, applicable law, which may appear desirable or which may be made necessary as a result of these or any future change or amendment to these NSPE Bylaws.

### ***Bylaw 5—Fiscal and Administrative Year***

The fiscal year of NSPE shall be from July 1st through June 30th. The administrative year of NSPE shall also be from July 1st through June 30th.

### ***Bylaw 6—Headquarters***

The NSPE Headquarters shall be located at a site designated by the Board. Ancillary sites to serve regional or national purposes may also be established by the Board.

### ***Bylaw 7—Affiliated State Societies***

One organization, approved by the Board, may be recognized as the Affiliated State Society (“State Society”) in each state, territory, possession, or district of the United States (“State”) upon written acceptance of the provisions set forth in a “NSPE-State Society Agreement” between NSPE and each State Society, as set forth below.

An Affiliated State Society shall enter into a NSPE-State Society Agreement with NSPE and choose to affiliate with NSPE as either an Integrated Affiliated State Society or Non-Integrated Affiliated State Society.

- 1) Integrated Affiliated State Society shall be defined as follows:
  - a. A unified membership that includes national membership in NSPE and local membership in one State Society for professional members, offered at a society-wide, single dues price point;
  - b. The discontinuance of new state-only membership effective June 30, 2018;

- c. Where applicable, grandfathering of existing state-only memberships current to the State Society as of June 30, 2018, to be billed and administered by the Affiliated State Society for as long as the Affiliated State Society chooses to support this membership category and grandfathered state-only members maintain continuous state-only membership.
  - d. A division of dues between NSPE and State Society based upon service/capacity tiers;
  - e. Service/capacity tiers and placement within tiers shall be reviewed and modified in consultation between the NSPE and Integrated Affiliated State Societies at the conclusion of the first fiscal year after implementation (June 30, 2019) and every other year thereafter and may be adjusted between regular reviews if and when a material change in an Integrated Affiliated State Society's circumstances occur.
  - f. The establishment and maintenance of a single membership administration and billing system managed by and the responsibility of NSPE.
- 2) Non-Integrated Affiliated State Society shall be defined as follows:
    - a. Non-contingent membership, in which a member may choose to join NSPE and/or the Affiliated State Society with no requirement to join both.
    - b. All Non-Integrated Affiliated State Society membership administration, financial, and operational activities shall be under the control and the responsibility of the Non-Integrated Affiliated State Society, which shall conduct its own marketing, billing, administration, and service operations.
    - c. All terms of NSPE membership within the state and NSPE administration, financial, and operational activities within such states shall be under the control and the responsibility of NSPE, which shall conduct its own marketing, billing, administration, and service operations for members of NSPE within such states.
  - 3) Regardless of affiliation option selected, all Affiliated State Societies shall be the sole designated and official affiliated state or territorial component of NSPE.
  - 4) NSPE and all Affiliated State Societies mutually commit to continue to work together closely and collaboratively for the good of the profession and the professional engineer, regardless of the nature of the affiliation between the partners.
  - 5) All NSPE members in States served by a Non-Integrated Affiliated State Society are encouraged to be members of both NSPE and their State Society.
  - 6) In all matters of state or local concern, Affiliated State Society shall have full autonomy, but may call upon NSPE for advice, counsel, and assistance. NSPE may recommend specific legislative action and/or adoption of procedures to foster uniformity and efficiency of service delivery to the members, but any action upon these recommendations shall be determined by Affiliated State Society.
  - 7) The Board may revoke affiliation with any Affiliated State Society which fails to conform to their NSPE-State Society Agreement with NSPE, after due and specific

notice has been given to Affiliated State Society in accordance with the NSPE-State Society Agreement.

- 8) To support and foster the objectives of and partnership between each Affiliated State Society and NSPE, the governing documents of each Affiliated State Society shall conform to the NSPE Bylaws in each of the following aspects:
  - a) Providing for the Member grades and eligibility for membership as defined in Bylaw 9;
    - i) In the case of Integrated Affiliated State Societies, all persons eligible for membership in these categories shall be required to join as and maintain a unified national/state membership. Any Integrated Affiliated State Society may create and support categories of membership, different from and in addition to those offered by NSPE, at the state level that are not in conflict with this provision.
  - b) Providing for the same fiscal year (although administrative year may differ);
  - c) Providing definitions of “good standing” consistent with Bylaw 9 and “member discipline” consistent with Bylaw 10.
  - d) Any requirement set forth above, which is in conflict with a specific state law of State Society, shall be waived.

### ***Bylaw 8—Associate Groups***

One organization, approved by the Board, may be recognized as an associate group in any geographical location in the world where no Affiliated State Society exists. The associate group must have a minimum of ten (10) active licensed NSPE members for the formation, chartering, and continuance in good standing of such associate group.

An associate group shall have no representation on the House of Delegates or Board of Directors.

The Board may revoke the charter of any associate group, at their sole discretion, after due and specific notice has been given to the said associate group.

### ***Bylaw 9—NSPE Membership***

Any individual shall be qualified for membership in NSPE, if they meet the requirements of one of the following Membership grades:

- 1) ***Licensed Member***—A Licensed Member shall be defined as a person holding a valid license or certificate of registration as a professional engineer, issued under the laws of any state, territory, possession, or district of the United States, or the equivalent as defined under the laws of any other country, or a retired engineer who obtained and retained a valid license or certificate while in active practice in the profession until retirement.

- 2) **Member**—A Member shall be defined as a person holding a valid Engineer-In-Training or Engineering Intern certification, issued under the laws of any state, territory, possession or district of the United States, or the equivalent under the laws of any other country. A Member shall automatically advance to the Licensed Member grade as soon as eligible by licensure.
- 3) **Graduate Member**—A person who has graduated with a bachelor’s degree or higher from an educational program that is recognized for purposes of engineering licensure under state or territorial law. Graduate Members shall not have voting privileges and shall not be allowed to hold office in NSPE. Graduate Members shall become Members immediately upon successfully meeting the requirements for Member status.
- 4) **Student Member**—A Student Member shall be defined as a person who is enrolled full or part-time in an educational program that is recognized for purposes of engineering licensure under state or territorial law. A student enrolled full-time in a graduate level engineering program may choose any grade for which eligible, including Student Member.
- 5) **Extranational Member**—A person may join NSPE as an Extranational Member if they meet all the requirements for Licensed Member or Member status as defined above and the person resides outside the United States, its territories, possessions, or districts.
- 6) **Grandfathered Member**—A current member who has maintained membership in NSPE, but is no longer eligible for membership due to changes in membership criteria, shall be allowed to maintain their membership in good standing. If the Grandfathered Member’s membership lapses, the Grandfathered Member will not be permitted to rejoin NSPE without first meeting the then-current membership requirements.
- 7) There shall be two ceremonial titles of memberships as described below:
  - a) **Fellow Member**—A Fellow Member shall be a Licensed Member who has been approved by a peer review of Fellows to receive this honor, as set forth in the NSPE Operating Procedures. State Societies shall be permitted to offer a similar membership at the State Society level.
  - b) **Honorary Member**—An Honorary Member shall be an individual whose knowledge and accomplishments deserve special recognition for contributions to the licensed practice of professional engineering. An Honorary Member shall not have voting privileges, may not hold office, and shall be exempt from paying dues. An Honorary membership shall be awarded upon the approval of two-thirds of the NSPE Executive Committee. At no time shall there be more than ten (10) living Honorary Members of NSPE. State Societies shall be permitted to offer a similar membership at the State Society level.
- 8) NSPE members (i.e., those who pay NSPE dues) shall have the following rights and responsibilities:
  - a) All members other than Graduate Members, Honorary Members, and Student Members shall have voting privileges in NSPE.
  - b) Members may transfer their membership from one State Society to another without affecting their status in NSPE.

- c) A member shall be considered in good standing if dues are remitted prior to the member's dues renewal date. A member failing to remit dues by their dues renewal date shall be delinquent.
- d) Unless provisions for the deferral of dues has been granted by NSPE and (where applicable) an Integrated Affiliated State Society, the delinquent member shall be dropped from the membership rolls of NSPE and (where applicable) Affiliated State Society three (3) months after the date on which remittance is due.
- e) Members shall be permitted to hold membership in more than one State Society.
- f) A member may be expelled from NSPE or otherwise disciplined for cause as provided in Bylaw 10.

### ***Bylaw 10—Member Discipline***

Member discipline shall be primarily the responsibility of State Society. A written procedure to govern conduct of disciplinary cases shall be maintained by State Society to assure due process to the member(s) charged. These procedures shall generally comply with the following:

- 1) Anyone may file disciplinary charges against a member. Charges shall be filed with State Society through which the charged member holds membership. Charges against a member not affiliated with a State Society shall be filed directly with the Secretary of NSPE.
- 2) State Society may request that NSPE assume jurisdiction of certain State Society's disciplinary cases involving individuals who hold membership in NSPE. In that event, the NSPE Executive Committee (as defined in Bylaw 23) shall determine whether NSPE is willing to assume jurisdiction and decide the case. If NSPE does assume jurisdiction and decides the case, any findings and penalty imposed, shall be binding on State Society making the request.
- 3) If the NSPE Executive Committee decides disciplinary charges are of national importance, they may request jurisdiction over the State Society for adjudication. If granted by the State Society, the adjudicated decision of NSPE shall be binding on the State Society.
- 4) Any member aggrieved by an adverse decision of a State Society, within thirty (30) days of the written issuance of the decision, may request that the NSPE Executive Committee review the written record of the case and issue an advisory opinion to State Society. The NSPE Executive Committee shall then have thirty (30) days to determine whether they will agree to conduct a review. If the NSPE Executive Committee agrees to conduct this review, the NSPE President shall appoint a three-member panel from the NSPE Executive Committee to render an advisory opinion regarding the decision of State Society. The NSPE Executive Committee shall forward the advisory opinion to State Society and the aggrieved member within thirty (30) days after agreeing to conduct the review.
- 5) If the NSPE Executive Committee, at the request of the claimant or defendant, determines that State Society acted arbitrarily in deciding a case, or failed to take appropriate action



within a reasonable period of time, NSPE may assume jurisdiction to render an advisory opinion to State Society.

- 6) The actions taken by NSPE in adjudicating all disciplinary cases before it, shall be as follows:
  - a) The President shall appoint a three-member judiciary panel, consisting of NSPE Executive Committee members, to adjudicate the case. The panel may draw upon NSPE staff for assistance and, within budgetary limits, employ such outside assistance and legal counsel as deemed necessary.
  - b) Upon assuming jurisdiction in a disciplinary case, the judiciary panel shall notify the member charged of the substance of the charges. The member charged shall be given reasonable opportunity to present a defense to the judiciary panel at his/her expense, including personal appearances, with or without legal counsel, and to present such witnesses or documents as they consider pertinent to their defense. The hearing sessions shall be closed unless the member charged desires otherwise.
  - c) If the judiciary panel dismisses the charges as unwarranted or as lacking adequate evidence to support the charges, it shall notify the NSPE Executive Committee, which in turn shall notify the State Society, the member charged, and the person filing the charges. Upon the request of the member charged, the NSPE Executive Committee shall furnish such member an official statement of exoneration that shall be included in the minutes of the next NSPE Executive Committee meeting.
  - d) If the judiciary panel determines that the member charged violated the Code of Ethics or other standards of professional practice, it shall assess a penalty (or recommend a penalty if an advisory opinion). Such penalty may be expulsion from NSPE, suspension from membership for a stated period of time, or reprimand.
  - e) Within fifteen (15) days following its determination, the judiciary panel shall notify the member charged and State Society in writing, of its findings and penalty (or recommend penalty, if an advisory opinion). Within thirty (30) days following mailing of such notice, a member charged may file a written appeal to the NSPE Executive Committee for a review of the case on the record by the NSPE Executive Committee. The NSPE Executive Committee shall review the case on the basis of the record but, at its discretion, may conduct further hearings if it deems necessary. Within fifteen (15) days following completion of its review on the record, or following any additional hearings, the NSPE Executive Committee shall notify the member charged and State Society in writing, of its findings and conclusions.
  - f) If the member charged does not file an appeal to the NSPE Executive Committee within thirty (30) days following mailing of such notice, any penalty shall become effective and shall be enforced by the NSPE Secretary and State Society (unless only an advisory opinion).
- 7) Upon final disposition of all cases, NSPE, upon approval by the NSPE Executive Committee, may publish a summary report of the case in its official publication.

***Bylaw 11—Dues***

The NSPE Board of Directors shall propose and the House of Delegates shall approve the amount of annual dues for membership in NSPE.

The procedure for establishing the amount of NSPE annual dues shall be set forth in the Operating Procedures in accordance with NSPE Bylaw 3. The House of Delegates shall establish and make any changes to the structure and division of dues (by service tier) for members served by Integrated Affiliated State Societies. The determination of the division of dues between an Integrated Affiliated State Society and NSPE shall be made in accordance with Bylaw 7.

### ***Bylaw 12—Officers***

The Officers of NSPE (the “Officers”) shall be the President, President-Elect, Vice President, Treasurer, Immediate Past-President, and the Secretary. The Secretary shall be appointed annually by the Board. The incoming Officers elected for the administrative year shall take office upon conclusion of the Annual Meeting and shall hold office until the conclusion of the following Annual Meeting. In the event that an Annual Meeting is not held, the incoming Officers shall take office on July 1st. Only those members who are current NSPE Members shall be eligible to serve in the position of President, President-Elect, Vice President, and Treasurer of NSPE. Duties and responsibilities for each Officer are defined as follows:

#### ***President***

The President shall:

- 1) Be a member of the House of Delegates, Board, and NSPE Executive Committee.
- 2) Preside at the Annual Meeting (except the House of Delegates Assembly), as well as all meetings of the Board and the NSPE Executive Committee.
- 3) Be an ex-officio member without vote of all standing committees and task forces except the Candidate Screening Committee.
- 4) Conduct the business of NSPE under the direction of the House of Delegates and the Board.
- 5) Assume the office of Immediate Past-President upon conclusion of their term as President.

#### ***President-Elect***

The President-Elect shall:

- 1) Be a member of the House of Delegates, Board, and NSPE Executive Committee.
- 2) Preside at the House of Delegates Assembly.
- 3) Undertake such assignments as directed by the President.
- 4) Perform the duties of the President, when notified by the Secretary of the President’s absence.
- 5) Assume the office of the President upon conclusion or vacancy of the President’s term in office.

#### ***Vice President***

The Vice President shall:

- 1) Be a member of the House of Delegates, Board, and NSPE Executive Committee.
- 2) Undertake such assignments as directed by the President.

- 3) Assume the office of the President-Elect upon conclusion or vacancy of the President-Elect's term in office.

### ***Immediate Past-President***

The Immediate Past-President shall:

- 1) Be a member of the House of Delegates, Board, and NSPE Executive Committee. Preside as chair of the Candidate Screening Committee.
- 2) Undertake such assignments as directed by the President.

### ***Treasurer***

The Treasurer shall:

- 1) Be a member of the House of Delegates, Board, and NSPE Executive Committee.
- 2) Provide at a minimum quarterly accounting of the receipts and disbursements of NSPE to the Board.
- 3) Submit an audited financial statement to the Board within nine (9) months of the end of the fiscal year.
- 4) Undertake such other duties as described in Bylaw 19.

### ***Secretary***

The Secretary shall:

- 1) Perform such duties as are required by law and as assigned by the President and the Board.

### ***Resignation***

Any Officer may resign at any time by giving written notice to the President or the Secretary. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President.

### ***Removal***

The vote of two-thirds majority of the number of the Board shall be required to remove an Officer from office prior to the expiration of the term for which the Officer had been elected.

### ***Vacancies***

Except as otherwise provided, vacancies among the Officers, whether cause by resignations, death or removal, shall be filled by a two-thirds vote of the Board from members qualified to serve as defined in Bylaw 16.

### ***Bylaw 13—House of Delegates***

There shall be a House of Delegates, which shall consist of one member representative from each Integrated Affiliated State Society, one member representative drawn from the NSPE membership within each State covered by a Non-Integrated Affiliated State Society, one member representative from each of the interest groups not represented on the Board, and the members of

the Board. Non-voting members of the Board shall be non-voting members of the House of Delegates.

The House of Delegates shall adopt the vision, mission and goals for NSPE and shall establish the Strategic Plan, Code of Ethics and Professional Policies under which NSPE operates. The House of Delegates shall have sole authority to elect the NSPE Officers and Board. The House of Delegates shall have sole authority to amend these Bylaws.

1) State Delegates

- a) Each Integrated Affiliated State Society shall designate one representative (“State Delegate”) to the House of Delegates.
  - b) NSPE Members within each State covered by a Non-Integrated Affiliated State Society or in which there is no Affiliated State Society shall designate one representative (“State Delegate”) to the House of Delegates.
    - i) NSPE shall establish a process for the selection of State Delegates from each State covered by a Non-Integrated State Society or in which there is no Affiliated State Society, which may include an online identification, nomination and election procedure in accordance with applicable NSPE Operating Procedures.
  - c) Only NSPE Members will be eligible to serve as a State’s Delegate to the House of Delegates.
  - d) State Delegates shall serve a two-year (2-year) term and no State Delegate shall be eligible to serve more than two (2) consecutive terms. The term of each Delegate shall commence on the conclusion of the NSPE Annual Meeting following the term of their predecessor and shall continue through the NSPE Annual Meeting, two (2) years hence. Terms shall be staggered such that the terms of approximately one-half of all State Delegates expire each administrative year. Each State Society shall determine how they will select their State Delegate. State Delegates should be familiar with member needs and interested in helping shape the direction of NSPE and foster an effective partnership between State Societies and NSPE.
- 2) Each State Delegate shall receive a minimum of one (1) vote in all actions of the House of Delegates. State Delegate shall receive additional votes based upon the total number of national Licensed Members within the State they represent, as determined by the membership rolls on April 1st of the calendar year for which the meeting is held, as follows:

501-1,000 national Licensed members, a total of two (2) votes.

1,001-2,000 national Licensed members a total of three (3) votes.

2,001-3,000 national Licensed members, a total of four (4) votes.

3,001-4,000 national Licensed members, a total of five (5) votes.

4,001 national Licensed members or more, a total of six (6) votes.

The State Delegate for the State shall cast their vote and the NSPE Secretary shall weight the votes according to the member enrollment as defined above. State Delegates are not permitted to split their vote. Each member of the Board shall receive one (1) vote in the House of Delegates, unless the Director is also a State Delegate. In that case, the representative shall be granted the vote(s) of their State Society, but not their one (1) vote as a Director. In the alternative, if a State has a member who serves on the Board and another member who serves as their State Delegate, the Director and State Delegate shall both be granted the vote(s) as set forth in Bylaw 13 above.

- 3) In the event that a Delegate is unable to attend a meeting of the House of Delegates, the State Society or other designated constituent group, may send a substitute to represent their interests. The substitute must meet all the membership requirements of the sitting Delegate they will represent. The substitute shall present himself or herself to the NSPE Secretary, no later than the call of the roll, to be seated in the meeting. No State Delegate shall be allowed to assign their vote to another individual by proxy.

#### ***Bylaw 14—Board of Directors***

There shall be a Board of Directors, which shall consist of the NSPE Officers, State Society Executives Council (“SSEC”) President, the NSPE Educational Foundation Representative, the National Institute for Certification in Engineering Technologies (“NICET”) Representative, and ten (10) Directors. The total number of members on the Board, including Officers, shall not exceed nineteen (19) members. Each member, except the Secretary, the NSPE Educational Foundation Representative, and the NICET Representative, who shall serve as ex-officio members without vote, shall be entitled to one vote on the Board, except that the President shall only cast a vote to break a tie vote of the Board.

- 1) The Board shall interpret all questions of policy and shall administer the affairs of NSPE under these Bylaws and the general provisions of the law under which NSPE is incorporated.
- 2) The Board shall direct the investment and the care of the funds of NSPE and shall make appropriations for specific purposes.
- 3) Five (5) of the ten (10) Directors shall be elected each year at the House of Delegates Assembly, to serve a two-year (2-year) term on the Board. No member shall be eligible to serve consecutive terms as a Director on the Board, except as defined in item 6 of this Bylaw. The term of each Director shall commence at the conclusion of the NSPE Annual Meeting following his or her election and shall continue through the NSPE Annual meeting, two (2) years hence.
- 4) The election of Directors to the Board shall be conducted as follows:
  - a) The Directors shall be allocated to represent the constituencies described below. The House of Delegates should periodically review this allocation to determine whether the allocation provides a balanced representation of the various constituencies on the Board and adopt changes to the allocation as deemed appropriate.

- i) One (1) Director shall be elected to represent each of the six (6) Regions (as defined in Bylaw 20) to provide geographic representation on the Board. Any licensed member of both NSPE as well as a member of a State Society within the Region shall be eligible to represent said Region. One-half of these Directors shall be elected each year to serve a two-year (2-year) term.
  - ii) Two (2) Directors shall represent the Legacy Interest Groups (as defined in Bylaw 21). Any licensed member of both NSPE as well as a member of a State Society, who is enrolled as a member of a Legacy Interest Group shall be eligible to represent all interest groups. One (1) Director shall be elected each year to serve a two-year (2-year) term.
  - iii) One (1) Director shall represent the New Professionals Community (NPC) and shall be a licensed member of both NSPE as well as a member of a State Society who is thirty-five (35) years old or younger as of January 1st of the year the vote is conducted, for a total of one (1) Director. This position shall be elected to serve a two-year (2-year) term.
  - iv) One (1) Director-At-Large shall be selected from the NSPE membership to represent the entire NSPE membership collectively. This member must be a licensed member of NSPE, in good standing. This position shall be elected to serve a two-year (2-year) term, alternating with the NPC Director election.
- b) Each constituent group shall determine how they will select their nominee(s) for Director to the House of Delegates. Candidates must receive the nomination of the constituent group for which they seek to represent. Nominees for Director at large who shall represent the entire NSPE membership collectively, must receive the nomination of one or more State Delegates. Nominees shall be submitted to the Secretary as scheduled at the House of Delegates Assembly. The Secretary shall receive the nomination and confirm that the nominee is eligible to serve in the category for which he or she has been nominated.
  - c) Once the Chair has closed the call for nominations, a ballot shall be submitted to the full body of the House of Delegates for a vote. The individual(s) receiving the most votes cast shall be elected to the office. In the event of a tie, additional ballots shall be cast to resolve the tie.
  - d) The House of Delegates may designate observer status to representatives of specific interest groups or affiliated organizations. These representatives shall receive all notifications of the Board and shall be granted speaking privileges, but not voting privileges, at the Board and House of Delegates meetings.
  - e) The ten (10) Directors described in paragraph 4(a) above shall elect the representative Director to the NSPE Executive Committee from the five (5) Directors serving in the second year of their two-year (2-year) term. A majority vote of the ten (10) Directors described in paragraph 4(a) above shall elect the NSPE Executive Committee member. If a majority is not achieved on the first ballot, subsequent ballots shall be conducted, following procedures similar to that of the Assembly electing Officers.
  - f) There shall be an NSPE Executive Committee as defined in Bylaw 23.

- 5) In the event a Director is unable to attend a meeting of the Board, the constituent group, may send a substitute to represent their interests. The substitute must meet all the membership requirements of the sitting Director they will represent. The substitute shall present himself or herself to the NSPE Secretary, no later than the call of the roll, to be seated in the meeting. No Director shall be allowed to assign their vote to another individual by proxy.
- 6) In the event a Director is unable to fulfill their term of office, they shall notify the NSPE Secretary in writing of their resignation. The constituent group may send a substitute to represent their interests, as specified above, until the next scheduled meeting of the House of Delegates. At the next scheduled House of Delegates meeting, the unexpired term of office (if any) will be filled by election as specified above. A member who is elected to fill the unexpired term of a Director who resigns, shall be eligible to seek the next term of office for this constituent group.

### ***Executive Committee***

- 1) The duties of the NSPE Executive Committee shall include the following:
  - a) Act on behalf of the Board between Board meetings. All such actions shall be ratified by the Board at their next scheduled meeting.
  - b) Review and recommend changes to staff employee benefit programs to the Budget Committee.
  - c) Review the overall budget and recommend adjustments to the Budget and Finance Committee.
  - d) Annually review the performance of the Executive Director and advise the Board concerning reappointment. Establish annual compensation for the Executive Director.
  - e) Consider other administrative matters as appropriate.
- 2) The membership of the NSPE Executive Committee shall be the President, President-Elect, Vice President, Immediate Past-President, Treasurer, a Director, and Secretary. Each member, except the Secretary, who shall serve as an ex-officio member without vote, shall be entitled to one vote, except that the president shall only cast a vote to break a tie vote of the committee.

### ***Bylaw 15—Meetings***

All meetings of NSPE, including meetings of the House of Delegates, Board, and NSPE Executive Committee shall be open to any member in good standing, unless specifically closed by the Chair to conduct an executive session. Such member(s) shall attend as an observer and may be accorded floor privileges at the discretion of the Chair of the session. Robert's Rules of Order (most recent edition) shall govern matters of parliamentary procedure at all meetings of NSPE. A parliamentarian shall be appointed by the NSPE President to rule on issues of parliamentary procedure at the House of Delegates Assembly. The NSPE President or their designee shall serve as parliamentarian at other NSPE meetings. At a minimum, NSPE shall conduct the following meetings:

### ***NSPE Annual Meeting***

NSPE shall convene an Annual Meeting between June 1st and July 31st on a date and place to be determined by the Board. The Annual Meeting shall be a general member meeting.

### ***NSPE House of Delegates Assembly***

NSPE shall convene an annual meeting of the House of Delegates (hereinafter referred to as the "Assembly") during the Annual Meeting.

- 1) For the purpose of transacting business by the Assembly, a quorum shall consist of a minimum of three-fifths of the State Delegates.
  - a) Prerequisite to the seating of any State Delegate from a State covered by an Integrated State Society, or an alternate, acting in this capacity, shall be written notification from the State Society, signed by the President or the Secretary of the State Society, filed with the NSPE Secretary, naming that representative, prior to the call to order of the Assembly.
  - b) Prerequisite to the seating of any State Delegate from a State not covered by an Integrated State Society, or an alternate, acting in this capacity, shall be written notification from the NSPE Regional Directors for such states' region, naming that representative prior to the call to order of the Assembly.
- 2) Not less than fifteen (15) days prior to all meetings of the Assembly, the Secretary (or his/her designee) shall electronically distribute written notice of the meeting to all involved. The notice shall include an agenda. Concurrently, notice shall be posted electronically for viewing by all members of NSPE. The business of the House of Delegates shall be limited to only those items specifically listed on the distributed agenda, unless two-thirds of the members of the House of Delegates present at the meeting vote affirmatively to consider business not listed on the distributed agenda.
- 3) NSPE shall reimburse the members in attendance at the Assembly meeting in accordance with the NSPE Operating Procedures.
- 4) A roll call vote of the Assembly may be called by a one-fifth vote of the properly seated Delegates present at the meeting.
- 5) A special electronic mail vote by the Assembly may be authorized by a majority vote of the Executive Committee or the petition of ten (10) or more State Delegates. This electronic mail vote shall be considered to be in lieu of a vote by the Assembly at its next scheduled meeting. This electronic mail vote shall be conducted in conformance with the requirements of Bylaw 24.
- 6) The order of business at the Assembly shall be set by the President-Elect. The order may be changed or suspended by a majority vote of the Delegates in attendance at the meeting.

### ***NSPE Board of Directors Meetings***

The Board shall meet in connection with the Annual Meeting of NSPE and may meet at such other regularly scheduled times and places as determined by the Board. Special meetings of the Board shall be called by the President on written request of a majority of the members of the



NSPE Executive Committee or on written request of twenty percent (20%) or more of the members of the Board. The purpose of any such special meeting shall be set forth in the notice to Board members. No business other than that for which the meeting was called shall be transacted. Meetings of the Board, except those in conjunction with the Annual Meeting, may be conducted by conference call or other electronic means.

- 1) For the purpose of transacting business by the Board, a quorum shall consist of a majority of Directors.
- 2) The President, or in his or her absence, the President-Elect shall report to the Board at its meetings all actions taken by the NSPE Executive Committee, and all recommendations which it may desire to make for action to be taken by the Board.
- 3) Not less than fifteen (15) days notice in writing shall be sent electronically from NSPE to all involved for all meetings of the Board. Concurrently, this same notice shall be posted electronically for viewing by all members of NSPE. The business of the Board shall be limited to only those items specifically listed on the distributed agenda, unless two-thirds of the members of the Board present at the meeting vote affirmatively to consider business not listed on the distributed agenda.
- 4) NSPE shall reimburse the members of the Board in attendance at the meetings of the Board in accordance with the NSPE Operating Procedures.
- 5) A roll call vote of the Board may be called by a one-fifth vote of the properly seated Directors present at the meeting.
- 6) A special electronic mail vote by the Board may be authorized by a majority vote of the Executive Committee or a petition of five (5) Directors. This electronic mail vote shall be considered to be in lieu of a vote by the Board at its next scheduled meeting. This mail vote shall be conducted in conformance with the requirements of Bylaw 24.
- 7) The order of business at all regularly scheduled meetings of the Board shall be set by the President. The order may be changed or suspended by a majority vote of the members of the Board at that meeting.

#### ***Executive Committee Meetings***

The NSPE Executive Committee shall meet at the Annual Meeting, upon the call of the President or upon the written request of a majority of the members of the NSPE Executive Committee. Meetings of the NSPE Executive Committee, except those in conjunction with the Annual Meeting may be conducted by conference call or other electronic means.

- 1) For the purpose of transacting business by the NSPE Executive Committee, a quorum shall consist of a majority of the members of the Committee.
- 2) For meetings of the NSPE Executive Committee, notices shall be sent as necessary.
- 3) A special electronic mail vote by the NSPE Executive Committee may be authorized by a majority vote of the Executive Committee either in writing, electronically or by telephone. This electronic mail vote shall be considered to be in lieu of a vote by the NSPE Executive Committee at its next scheduled meeting. This electronic mail vote shall be conducted in conformance with the requirements of Bylaw 24.

***Bylaw 16—Nominations and Elections***

1) Any Licensed Member of NSPE is eligible to serve as an NSPE Officer. Only the position of NSPE Secretary may be held by a non-member.

***Bylaw 17—[repealed]***

***Bylaw 18—Executive Director***

The Board may appoint an Executive Director of NSPE. The Executive Director shall receive such remuneration as the NSPE Executive Committee may determine.

- 1) The Board shall appoint the Executive Director to serve as Secretary and Chief Executive Officer of NSPE.
- 2) The reappointment or dismissal of an Executive Director shall be decided by the Board.
- 3) The Board may authorize the Executive Director to retain other staff, as the requirements of NSPE may dictate. Such staff shall be under the supervision and direction of the Executive Director.
- 4) The Executive Director shall:
  - a) Manage the program of NSPE as set forth in these Bylaws and as determined from time-to-time by the House of Delegates and the Board.
  - b) Keep an accurate record of the proceedings of NSPE.
  - c) Conduct correspondence on behalf of NSPE.
  - d) Have custody of all official papers and records of NSPE.
  - e) In the absence of the President and the President-Elect, call meetings to order and call for a motion for the election of a President Pro-Tempore.
  - f) Issue all calls and notices as ordered by the President, House of Delegates or the Board.
  - g) Attend all meetings of the House of Delegates, Board of Directors, Executive Committee and other meetings as directed by the President and Board of Directors.
  - h) Keep the House of Delegates, Board and other entities of NSPE apprised of all legislation or other governmental action (i.e., agency rulemaking), both national and state, which may be of interest to NSPE or its State Societies.
  - i) Have responsibility for the promotion of membership in NSPE.
  - j) Act as liaison officer between the State Societies and national, as well as other professional and technical societies.

- k) Supervise the work of the national staff.
- l) Perform other duties as may be assigned by the President, NSPE Executive Committee, or the Board.
- m) At each meeting of the Board, provide a report covering the activities and progress made to achieve the goals of the office, as established by the Board
- n) At the termination of services, turn over to the succeeding Executive Director all books, documents, and other custodial property of NSPE.

### ***Bylaw 19—Control of Funds***

All funds of NSPE shall be deposited in the name of NSPE. Responsibility for control and reporting of these funds shall be established as follows:

- 1) Prior to the start of a new fiscal year, the Board shall consider and adopt an operating budget for the upcoming fiscal year. At a minimum quarterly, the Treasurer shall review the financial status and make comparisons with the budgeted sums. The Treasurer shall report to the NSPE Executive Committee at each of its meetings. Required revisions to the budget shall be implemented by the NSPE Executive Committee and recommended to the Board for ratification. Revisions to the budget, approved by the NSPE Executive Committee, shall be submitted to the Board for ratification by mail, electronic or phone call ballot prior to the implementation, if such revisions involve the movement of funds between major line items.
- 2) Appropriate designated funds for management of NSPE shall be established under the direction of the Treasurer.
- 3) The Executive Director shall be responsible for the day-to-day financial affairs of NSPE. The Executive Director may, in consultation with the Treasurer and with the approval of the Executive Committee, designate a controller who shall sign and issue checks from the general fund, under the authority and direction of the Treasurer. In the event that the controller is incapacitated or otherwise unavailable, the Executive Director may sign and issue checks from the general fund under the oversight of the Treasurer.
- 4) The Treasurer shall give such bond as the Board may require. Such other Officers, members, and employees charged with the responsibility of handling the funds of NSPE may, at the discretion of the Board, also be bonded. Premiums for all bonds required by the Board shall be paid out of the NSPE treasury.

### ***Bylaw 20—Regional Governance***

The House of Delegates shall group State Societies into regions for the purpose of providing geographic distribution of representation on both the Board and the Candidate Screening Committee. The delineation of each region shall be established in the NSPE Operating Procedures. How each region selects nominees for representation on the Board and the Candidate Screening Committee shall be defined in the NSPE Operating Procedures that govern that Region.

The NSPE Operating Procedures that govern each region shall be developed and adopted by the region but shall be subject to ratification by the Board. The House of Delegates should periodically review the role of regions as well as the grouping of regions, to determine if they are necessary and desirable to assure diversity of representation on the Board and Candidate Screening Committee.

### ***Bylaw 21—Interest Groups***

To further the objectives of NSPE and to better serve its members diverse needs, establishment of interest groups is authorized to provide different constituent groups with an opportunity to meet and discuss common interests, for the betterment of NSPE, its members and State Societies. In seamless cooperation with both the State Societies and NSPE, interest groups shall provide opportunities for experience and training in leadership and other professional and technical skills and provide an avenue for member involvement in NSPE, outside their State Society interaction.

Unless the interest group represents a specific region, age, race, gender, or other special group as approved by the Board, all members may choose to join any of the following interest groups, to be referred to as “Legacy Interest Groups”: Construction, Government, Higher Education, Industry, and Private Practice. These five (5) interest groups are approved by the Board and recognized for representation on the Board and the House of Delegates. No member shall be automatically assigned to any interest group.

- 1) Interest groups shall be established, on approval of the Board, whenever there is a demonstrated desire for a constituent group to join for communication and discussion of common concerns or the achievement of common goals. Each interest group shall operate under charges approved by the Board to meet specific objectives coordinated with other interest groups and NSPE initiatives. Interest groups shall be authorized to provide services and products through their approved purpose statement and/or business plan.
- 2) Interest groups shall self-select leadership and administration within the confines of their approved budget and charges.
- 3) The Board may order the dissolution of any interest group that is deemed not to serve the membership as set forth above.

### ***Bylaw 22—Operating Boards***

There shall be Operating Boards of NSPE, which shall be granted decision-making authority as defined by the operating procedures.

### ***Bylaw 23—Committees and Task Forces***

The NSPE President shall create and fill Committees and Task Forces (except as defined below) with NSPE members, SSEC representatives and NSPE staff to better fulfill the mission and strategic plan of NSPE. A Committee shall be formed for a critical need that is so vital to the mission and function of NSPE, that it requires continuing existence throughout the foreseeable future. Task Forces shall be created to meet specific needs of the programs and projects necessary to support the Strategic Plan and meet member needs. The President may assign a NSPE Officer or other NSPE member to direct and supervise the efforts between various

Committees and Task Forces, to foster coordination and avoid duplication of efforts to serve the membership. Committees and Task Forces shall sunset and/or change membership upon the completion of the Annual Meeting or July 1st, if an Annual meeting is not held. Committee and Task Force functions are defined in the NSPE Operating Procedures.

#### ***Bylaw 24—Electronic Voting Provisions and Procedures***

Electronic voting is permitted to expedite the ratification of decisions of any body of NSPE, except where specifically prohibited in these Bylaws. It shall be the responsibility of every NSPE Officer, Director and State Delegate to provide NSPE with an e-mail address for such use, without exception. Electronic voting shall be implemented in accordance with the NSPE Operating Procedures. It is the responsibility of the NSPE Secretary (or his/her designee) to ensure electronic voting complies with NSPE Operating Procedures. If the voting procedure fails to comply with NSPE Operating Procedures, the Secretary shall report the violation to the President of NSPE, the Board, and the House of Delegates summarizing the violation and stating what portion of the vote is not valid.

#### ***Bylaw 25—Amendments***

These Bylaws may be amended to address the changing needs of NSPE and its membership.

- 1) Proposed Amendments shall be submitted to the House of Delegates members at least sixty (60) days prior to a vote for ratification, unless three-fourths of the members of the House of Delegates present at the meeting vote affirmatively to waive the notice requirement.
- 2) Amendments may be proposed by any of the following:
  - a) A majority vote of the House of Delegates; or
  - b) Endorsement by not less than ten (10) percent of the State Delegates; or
  - c) Endorsement by not less than three State Delegates representing a total of not less than ten (10) percent of the voting membership of NSPE, or
  - d) By recommendation to the House of Delegates by the NSPE Board of Directors.
- 3) Proposed Amendments shall be accompanied by a statement not to exceed five hundred (500) words detailing the purpose of and justification for the Amendment.
- 4) Proposed Amendments shall be reviewed by the NSPE General Counsel, and this review provided to the House of Delegates prior to the vote. This provision may be waived by a two-thirds majority vote of the House of Delegates.
- 5) An Amendment shall become effective and part of the Bylaws, only upon receiving affirmative votes of two-thirds of the votes cast by the House of Delegates. Voting may be conducted electronically as defined in Bylaw 24.

***Bylaw 26—Dissolution***

NSPE may be dissolved by a two-thirds affirmative vote of the House of Delegates, after receiving a written notice of the vote no later than sixty (60) days prior to the scheduled vote.

- 1) In the event that NSPE is dissolved, no member shall receive any portion of its remaining assets or property.
- 2) Upon dissolution, the balance of any assets of NSPE remaining after all debts and obligations are paid, shall be distributed to any other nonprofit corporation that has been determined by the Internal Revenue Service to be exempt from federal income tax.
- 3) Prior to dissolution, the NSPE Board of Directors shall designate the nonprofit corporation(s) that will receive the balance of assets and the proportion of assets to be allocated to each.

***Defined Terms of Reference in these Bylaws:***

**Affiliated State Society:** A society, covering a single state, territory, possession, or district of the United States, that has entered into a NSPE-State Society Agreement, and otherwise meets the terms of Bylaw 7. Affiliated State Societies may adopt either an Integrated or a Non-Integrated form of affiliation with NSPE. [Bylaw 7]

**Assembly:** An annual meeting of the House of Delegates [Bylaw 15]

**Board:** The NSPE Board of Directors [Bylaw 3]

**Bylaws:** The Bylaws of the National Society of Professional Engineers [Bylaw 3]

**House of Delegates:** The NSPE House of Delegates [Bylaw 13]

**Integrated Affiliate:** A State Society that has entered into the form of affiliation with NSPE characterized by a unified membership that includes national membership in NSPE and membership in one State Society for professional members, offered at a society-wide, single dues price point. [Bylaw 7]

**Non-Integrated Affiliate:** A State Society that has entered into the form of affiliation with NSPE characterized by non-contingent membership, in which a member may choose to join NSPE and/or the State Society with no requirement to join both. [Bylaw 7]

**NSPE – State Society Agreement:** The charter, contract or other form of written agreement between NSPE and an Affiliated State Society [Bylaw 7]

**NSPE:** The National Society of Professional Engineers [Bylaw 1]

**NSPE Member:** A member in good standing of the National Society of Professional Engineers [Bylaw 9]

**Officer:** An officer of the National Society of Professional Engineers [Bylaw 12]

**Operating Procedures:** The Operating Procedures of the National Society of Professional Engineers [Bylaw 3]

**State Delegate:** The representative within the NSPE House of Delegates of either the Integrated State Society; National members within a State covered by a Non-Integrated Affiliate; or National members within a State for which there is no Affiliated State Society. [Bylaw 13]

**State Society:** Affiliated State Society [Bylaw 7]

**State:** A state, territory, possession, or district of the United States [Bylaw 7]

**Tier:** The categories defining the division of service responsibilities and dues between NSPE and each Integrated Affiliate. [Bylaw 7]