

Bylaws of the Delaware County Chapter of the Pennsylvania Society of Professional Engineers - Approved by the Board of Directors - May 18, 1990.

Index:

Preamble
Bylaw 1 - Name
Bylaw 2 - Objective
Bylaw 3 - Charter
Bylaw 4 - Membership
Bylaw 5 - Discipline
Bylaw 6 - Affiliated Groups
Bylaw 7 - Fiscal and Administrative Years
Bylaw 8 - Dues
Bylaw 9 - Board of Directors
Bylaw 10 - Letter Ballots of the Board
Bylaw 11 - Officers
Bylaw 12 - Nomination and Election of Officers
Bylaw 13 - Headquarters
Bylaw 14 - Committees
Bylaw 15 - Practice Divisions
Bylaw 16 - Meetings
Bylaw 17 - Order of Business
Bylaw 18 - Official Periodical
Bylaw 19 - Savings Clause
Bylaw 20 - Amendments
Bylaw 21 - Effective Date

PREAMBLE

Recognizing that service to the public and to the profession is a fundamental obligation of the professional engineer, the Delaware County Chapter of the Pennsylvania 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, the Commonwealth of Pennsylvania, the United States of America and all mankind.

BYLAW 1 NAME

Section 1 - the name of this organization shall be the Delaware County Chapter of the Pennsylvania Society of Professional Engineers, hereinafter called the Chapter.

Section 2 - The Chapter shall be a member of the Pennsylvania Society of Professional Engineers, which is incorporated as a nonprofit organization under the laws of the Commonwealth of Pennsylvania, hereinafter called the State Society.

Section 3 - The State Society and its chapters are member of the National Society of Professional Engineers, a national organization of like aims and purposes, hereinafter called the National Society or NSPE.

Section 4 - The Chapter subscribes to and supports the State Society Constitution and the Code of Ethics of the State Society and NSPE.

BYLAW 2 - OBJECTIVES

Section 1 - The objectives of the Chapter shall be in harmony with, and support those of the State Society and NSPE and include, but are not limited to, the following:

- a. Advance and promote the welfare of the general public;
- b. Advance the professional, social and economic interest of the profession;
- c. Strive throughout the profession to make registration more meaningful in terms of acknowledgment of individual achievement in engineering as reflected by education and practice, and encourage all engineers to seek legal status through registration;
- d. Unite all engineers in the chapter area into one organization;
- e. Stimulate and develop professional concepts among all engineers;

- f. Advance self-education and self-improvement, motivating, practicing engineers to upgrade and expand their competence by continuing study;
- g. Develop the civic consciousness of members of the engineering profession, and serve the public good by support of and cooperation with, local and other public officials;
- h. Represent the engineering profession in civic matters in the interests of the chapter, state and the profession;
- i. Promote high standards of engineering education;
- j. Cultivate public appreciation for the work of the engineer through improved public relations, and provide a forum for effective exchange and advancement of knowledge of matters of concern to the profession;
- k. Assist well-qualified and properly-motivated young people in obtaining reliable information concerning the profession of engineering;
- l. And, establish and preserve high standards of ethical conduct and practice by members of the profession.

BYLAWS 3 - CHARTER

Section 1 - The State Society Board of Directors has authorized and chartered this Chapter, defining its geographical boundaries as follows:

"To extend over and include the territory of the County of Delaware in the Commonwealth of Pennsylvania and over such non-residents of said County as may be from time to time assigned to said Chapter or who may prefer membership in it."

Section 2 - The Chapter shall engage only in such activities as are consistent with professional ideals and ethics. Such activities shall be restricted to the area for which this Chapter is chartered, except as the State Society Board may authorize.

Section 3 - In all matters of local concern the Chapter shall retain full autonomy, but may call upon the State and National societies for advice, counsel and assistance.

Section 4 - The Chapter shall not contract any debt or obligation on behalf of the State Society unless expressly authorized by the State Board of Directors.

BYLAW 4 - MEMBERSHIP

Section 1 - Membership applications may be received at the Chapter level and reviewed for eligibility by the Membership Committee. If deemed to be eligible by the Chapter Membership Committee, the applicant shall be added to the rolls and the State and National Societies notified.

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

Section 3 - Violations of the Constitution and Bylaws, the Code of Ethics, or for conviction of a felony, shall be considered as just cause for discipline as hereinafter provided.

Section 4 - Criteria for membership shall be as prescribed by the Constitution and Bylaws of the State Society.

BYLAW 5 - DISCIPLINE

Section 1 - Charges or complaints of alleged violations of the Code of Ethics or of laws and regulations governing the profession may be filed in writing by anyone having factual knowledge of the matters; charges concerning the Constitution and Bylaws shall be filed by a member in good standing. Each member is responsible to render written reports of factual knowledge he/she has of alleged violations of the Code of Ethics. Such charges may be filed with the Secretary or with the chairman of the Ethical Practices Committee of the State Society President for appropriate action.

Section 2 - An initial informal investigation of alleged violations will be made by the Ethical Practices Committee of the Chapter. When such informal investigations indicate that a formal investigation is advisable, the matter shall be directed to the attention of the State Society President for appropriate action.

BYLAW 6 - AFFILIATED GROUPS

Section 1 - Local Chapter Auxiliaries may be established with approval of the Chapter membership. The purpose of an Auxiliary shall be to assist in promoting the best interests of the professional engineer and the Society. The Auxiliary shall be responsible to the Chapter for its policies including ratification of Bylaws or operating rules and procedures.

BYLAW 7 - FISCAL AND ADMINISTRATIVE YEARS

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

Section 2 - The administrative year of the Chapter shall be from May 1 through April 30.

BYLAW 8 - DUES

Section 1 - The annual Chapter dues shall be as determined by the Chapter's Board of Directors. Collection of dues shall be in accordance with the procedures established by the State Society and NSPE.

Section 2 - The Chapter's portion of the dues collected by the collecting agents shall be returned to the Chapter Treasurer.

Section 3 - The schedule and conditions for dues payment, delinquency, dropping from membership and reinstatement shall be determined by the State Society, taking due cognizance of both State and National Society fiscal policy.

BYLAW 9 - BOARD OF DIRECTORS

Section 1 - The Chapter shall be administered by a Board of Directors, hereinafter called the "Board", which shall consist of the officers of the Chapter, six Chapter Directors, State Director or Alternate State Director, and any current State or National Officer, who holds membership in the Chapter. A minimum of seven Board Members shall constitute a quorum. An affirmative vote of a simple majority of the Board Members present at any regular or duly called meeting shall be required to pass any motion consistent with this or any other provisions of the Chapter Bylaws. No person shall be nominated, elected or allowed to serve on the Board unless he or she holds membership in the Chapter, State Society and NSPE.

Section 2 - The Board shall have the direction and general supervision of all matters pertaining to the Chapter. It shall adopt and monitor a budget and cause the accounts of the Treasurer to be audited not less than once a year.

Section 3 - The Board shall provide for and superintend the publication and distribution of all proceedings or transactions of the Chapter and shall have authority to appoint an editor and publish an official periodical for the Chapter.

Section 4 - The Board shall be empowered to invest and reinvest such funds as may be available for the creation of a reserve fund. A two-thirds majority of the Board shall be required to authorize expenditures from this fund which are other than for investment and reinvestment.

Section 5 - Each State Director shall attend the meetings of the State Society to communicate between the Chapter Membership and the Society.

Section 6 - The Board shall hold a minimum of six regularly scheduled meetings. It shall hold special meetings at the call of the President or by the request of at least four Board Members.

Section 7 - A notice of each special meeting of the Board shall reach each member of the Board at least five (5) days prior to the scheduled date thereof. An agenda and a copy of each report and resolution, or other notification or

action, which is to be considered at such meetings, shall accompany the notice of the meeting and no other matters shall be considered at such meetings.

BYLAW 10 - LETTER BALLOTS OF THE BOARD

Section 1 - The President may at any time direct the Secretary to submit any question to the members of the Board by means of a letter ballot.

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

BYLAW 11 - OFFICERS

Section 1 - The Chapter shall have as officers, a President, a President-Elect, a Vice President, a Secretary, a Treasurer, State Director, an Alternate State Director and six (6) Chapter Directors.

Section 2 - The President shall have the following duties:

- o To preside at the meetings of the Chapter and the Board of Directors;
- o To be an ex-officio member of all committees;
- o To appoint the chairperson and members of all committees;
- o And, to have general direction of the business of the Chapter;

Section 3 - The President-Elect shall be elected annually and shall have the following duties:

- o To act for the President in the President's absence or when the President is unable to perform the duties of the office as determined by the Board;
- o To undertake assignments at the request of the President or the Board of Directors;
- o To prepare programs for the next administrative year;
- o And, to assume the office of the President upon the completion of his/her term of office as President-Elect and shall serve as President for one (1) year.

Section 4 - The Vice President shall be elected annually and shall act for the President and the President-Elect in their absence, or in case of the inability of the President and the President-Elect to perform the duties of the President as determined by the Board of Directors it shall be the duty of the Vice President to act.

Section 5 - The Secretary shall be elected annually and shall perform such duties as are required by law or as assigned by the Board. The Secretary shall prepare a written record of the proceedings of the Chapter and the Board meetings.

Section 6 - The Treasurer shall be elected annually and it shall be the duty of the Treasurer to protect all money and records of accounts of the Chapter,

making an annual report of the receipts and disbursements to the Chapter. At the expiration of the term of office, the Treasurer shall turn over to the successor all books, papers and money belonging to the Chapter, taking a receipt thereof.

Section 7 - The State Director shall be elected for a three (3) year term and shall attend, as a delegate of the Chapter, all State Society meetings and all meetings of the Board of Directors of the Society. The State Director shall report to the Chapter on activities of the State Society.

Section 8 - The Alternate State Director shall be elected for a three (3) year term which shall expire at the same time as the State Director, and in the absence of, or in case of the inability of the State Director, it shall be the duty of the Alternate State Director, to perform all of the duties of the State Director.

Section 9 - Six (6) Chapter Directors shall be elected each for a three (3) year term, two (2) Chapter Directors shall be elected each year. Each Director shall attend all Chapter and Board meetings and shall be prepared to present progress reports on any assignments.

Section 10 - The three most recent living Past-Presidents, shall be ex-officio member(s) of the Board, and shall serve in an advisory capacity to the President and the Board, and it shall be their duty of one of the Past-Presidents, in order of reverse procedure, to preside at the Chapter and Board meetings in the absence of the President, Past-President and the Vice President.

BYLAW 12 - NOMINATION AND ELECTION OF OFFICERS

Section 1 - The nomination for officers shall be made by a Nominating Committee. This committee shall be appointed by the President early in the administrative year, and shall consist of at least three (3) members of the Chapter, in good standing, one of whom shall be the most recent living Past-President, who shall serve as chairman of the committee.

Section 2 - The nominating committee shall endeavor to establish a policy of maintaining among the Board of Directors a balance among the various branches of engineering and type of employment.

Section 3 - Only members, who are Registered Professional Engineers may hold the office of President and President-Elect; only Members and Surveyor Members may hold other elected offices.

Section 4 - The nominating committee shall meet and report the names of its nominees at the March meeting of the Chapter. One or more nominations shall be made for each office. No persons serving on the nominating committee shall be eligible for nomination. Other nominations may be made from the floor, following the nominating committee's report, by any person holding membership in good standing in the Chapter. Acceptance of nomination must be made by a nominee before his/her name may be placed on the ballot. The total list of nominees is to be circulated for letter balloting.

Section 5 - Letter ballots bearing the names of all nominees, shall be marked with proper voting instructions by the Secretary to all members at least twenty (20) days before the April meeting, well prior to the end of the administrative

year. Election returns announced at the April meeting shall be the result of the mail ballot, which shall be delivered to the nominating committee, who shall act as tellers. Election results shall be determined by a simple majority of eligible votes cast.

Section 6 - In the event that there is only one candidate for each office, no ballot shall be sent out to the membership and the secretary will be instructed to cast one ballot at the annual meeting in order to elect the slate of the nominating committee.

BYLAW 13 - HEADQUARTERS

Section 1 - The Headquarters of the Chapter shall be established as defined by the President.

BYLAW 14 - COMMITTEES

Section 1 - The Standing Committees of the Chapter shall have the same names and duties as those of the State Society and NSPE and may include:

- o Audit and budget
- o Bylaws
- o Engineer's Week
- o Ethical Practice and Registration
- o Hospitality
- o Mathcounts
- o Media Liaison
- o Membership
- o Nominating
- o Publications
- o Publicity
- o Scholarship

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

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

Section 4 - The President shall appoint such other special committees as may be desirable for the conduct of the business of the Chapter. A liaison representative shall be appointed to any student chapters within the Chapter area chartered by the State Society.

BYLAW 15 - PRACTICE DIVISIONS

Section 1 - Practice Divisions, comprised of members having common professional problems and interests, shall operate under the Bylaws of the Chapter. Operating Rules and changes thereto must have the approval of the Board before becoming effective. The Board may dissolve a practice division after conducting a hearing on the need for such action.

Section 2 - All actions by practice divisions shall be consistent with the policies of the Chapter, State Society and NSPE.

Section 3 - Practice Divisions serving the Chapter may be as follows:

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

BYLAW 16 - MEETINGS

Section 1 - Eight (8) regular monthly Chapter meetings shall be held each year at a time and place to be determined by the Board.

Section 2 - The May meeting shall be designated as the Annual Meeting.

BYLAW 17 - ORDER OF BUSINESS

Section 1 - Robert's Rules of Order (Revised) shall govern matters of Parliamentary Procedure of the Chapter.

Section 2 - The order of business at meetings of the Board shall be:

- o Roll Call
- o Approval of Minutes of Previous Meeting
- o Communications
- o Reports of Officers
- o Reports of Committees
- o Unfinished Business
- o New Business
- o Adjournment

BYLAW 18 - OFFICIAL PERIODICAL

Section 1 - The Chapter shall publish an official periodical to be known as "Bulletin".

BYLAW 19 - SAVINGS CLAUSE

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

BYLAW 20 - AMENDMENTS

Section 1 - The Bylaws may be amended by an affirmative vote of a majority of the Board present at a meeting provided that the text of the proposed amendment shall have been mailed to the membership at least twenty (20) days before the Board meeting at which the vote on the amendment will be taken and shall become effective as of the date of passage.

BYLAW 21 - EFFECTIVE DATE

Section 1 - These Bylaws shall become effective upon their adoption in the manner prescribed for voting on amendments and thereupon the previous Constitution and Bylaws and any prior amendments thereto are repealed. Adopted April 20, 1990.