PENNSYLVANIA SOCIETY OF PROFESSIONAL ENGINEERS

CONSTITUTION & BYLAWS
(Adopted by the Membership and Reaffirmed by the Executive Board June 3, 1994)
Constitution last amended by approval of the Membership on August 1, 2019
Bylaws last amended by the Board of Directors on September 15, 2018

PREAMBLE

Recognizing that service to the Society, the Commonwealth, the Nation and to the Profession is the premise on which individual opportunity is built, the Pennsylvania Society of Professional Engineers dedicates itself individually and collectively to the promotion and welfare of the profession of engineering as a social and economic influence vital to the affairs of men and of women and of paramount importance to the community.

ARTICLE I – NAME
LATEST REVISION: May 2015

SECTION 1. The name of the organization shall be “The Pennsylvania Society of Professional Engineers”, hereinafter called the Society.

SECTION 2. The Society shall be incorporated as a nonprofit organization under the laws of the Commonwealth of Pennsylvania.

SECTION 3. The Society shall be a member state society of the National Society of Professional Engineers, a national organization of like aims and purposes, hereinafter called the National Society or NSPE and hereby accepts the provisions of the Bylaws and Code of Ethics of NSPE.

ARTICLE II – HEADQUARTERS
LATEST REVISION: August 2019

SECTION 1. The Society shall maintain an office to be recognized by all members and designated as “State Headquarters” of the Society.

ARTICLE III – OBJECTIVES
LATEST REVISION: August 2019

SECTION 1. The objectives of this Society shall be to:

a. Advance and promote the public health, safety, and welfare.
b. Encourage all qualified engineers to seek legal status through registration.
c. Stimulate and develop professional concepts among all engineers.
d. Unite all qualified engineers of the state in one organization.
e. Advance the professional, social and economic interests of the engineering profession.
f. Promote high standards of engineering education.
g. Represent the engineering profession in legislative matters.
h. Cultivate public appreciation for the work of the engineering profession through improved public relations.
i. Develop civic consciousness in members of the engineering profession.
j. Establish and preserve high standards of ethical conduct in all professional matters in accordance with the NSPE Code of Ethics.
k. Assist well qualified and properly motivated young people in obtaining information concerning the profession.

ARTICLE IV – CHAPTERS
LATEST REVISION: May 2015

SECTION 1. The membership of the Society may be organized into Chapters under the authorization and Charter of the Board, as hereinafter defined, which shall delineate all Chapter boundaries as may best serve the members of the Society. Each new Chapter thus formed shall have a minimum of twenty (20) voting members. All qualified members of each Chapter shall be members of the Society and NSPE.

SECTION 2. The Board of Directors shall have authority to make rules and regulations for chartering, combining or dissolving Chapters.

SECTION 3. Each Chapter chartered by the Society shall adopt such Bylaws for its operation as it may deem proper; provided that nothing contained therein shall conflict with or contravene the Constitution and Bylaws of the Society. Such Bylaws and any changes thereto are subject to approval of the Board. The Board, by the granting of a Charter, shall have the authority to adopt or amend Bylaws consistent with the current approved PSPE Model Bylaws for a Chapter unable to adopt or amend such Bylaws.

SECTION 4. Chapters shall engage only in such activities as are consistent with professional ideals and ethics. Such activities shall be restricted to the purposes for which the Chapter is chartered, except as the Board may authorize.

SECTION 5. A Chapter, while retaining full autonomy in matters of local concern, is not authorized to speak for, or in behalf of, the Society on matters not covered by established policies without authorization from the Society Board. The request for such authorization must contain all available information pertinent to the matter at hand.

SECTION 6. Each Chapter shall be represented on the Board by an elected Director.

SECTION 7. No Chapter shall contract any debt or obligation on behalf of the Society unless expressly authorized by the Board.

SECTION 8. Student members in engineering colleges and universities may be organized into Student Chapters, as provided in the Bylaws.
ARTICLE V – MEMBERSHIP

SECTION 1. The membership of the Society shall consist of those admitted by approved application and such other members of NSPE who shall have chosen to affiliate with the Society.

SECTION 2. The membership grades shall be established by NSPE or as defined in the Bylaws.

SECTION 3. A member may be expelled or otherwise disciplined by the Society for cause, as provided in the Bylaws.

ARTICLE VI – DUES
LATEST REVISION: August 2019

SECTION 1. The Integrated Affiliated State Society agreement provides for a division of dues between NSPE and the Society as defined in the Bylaws.

ARTICLE VII – ADMINISTRATION
LATEST REVISION: June 2008

SECTION 1. The Society shall be administered by a Board of Directors, hereinafter referred to as the Board. The Board shall determine all questions of policy and shall administer the affairs of the Society under this Constitution and the general provisions of the law under which it is incorporated.

SECTION 2. The Board shall consist of the latest two living member Past Presidents, the elected officers, the Chair of each authorized Practice Division, a Director elected by each Chapter and the Society’s Delegate to the NSPE House of Delegates.

SECTION 3. Thirty percent of the Board members shall constitute a quorum provided that at least six Chapters are represented by elected Directors in attendance. Unless otherwise provided an affirmative vote of a majority of the Board members present at any regular or duly called meeting shall be required to pass any motion not inconsistent with the provisions of the Constitution and Bylaws of the Society. The President shall vote only in the case of a tie.

SECTION 4. The Board shall direct the investment and care of funds for the Society.

SECTION 5. No member of the Board shall receive a salary or compensation, except for expenses incurred in behalf of the Society as approved by the Board.

SECTION 6. There shall be an Executive Committee of the Board consisting of the elected officers and the Immediate Past President. The Society’s Delegate to the NSPE House of Delegates shall be an ex-officio member of the Executive Committee without voting privileges. Within the provisions of the Constitution, the Executive Board shall act for the Board between Board meetings and actions shall be reported to the Board for information and/or ratification.
ARTICLE VIII – OFFICERS
LATEST REVISION: August 2019

SECTION 1. The elected officers of the Society shall be the President, the President-Elect, four regional Vice-Presidents, the Secretary, and the Treasurer. The offices of Secretary and Treasurer only may be occupied concurrently by one member. The Vice-Presidents shall be so selected that each regional geographical group of Chapters may be represented. No individual member may serve more than five consecutive terms as Vice-President, Secretary or Treasurer individually.

SECTION 2. Eligibility for nomination, election or retention of a position as an elected officer of the Society shall be contingent upon active membership in the Society. The development of qualified members for elective positions of leadership is encouraged by a nomination process designed to continually introduce new talent.

SECTION 3. The duties of the officers shall be as defined in the Bylaws.

SECTION 4. The elected officers shall take office at the close of the administrative year following their election with the President-Elect elected the previous year becoming President. They shall hold office until their successors have been duly elected and installed.

SECTION 5. Procedure for filling any vacancy shall be as provided in the Bylaws.

SECTION 6. In the event that an officer is alleged to be incapable of performing the duties of his or her office, or is charged with a felony, or is otherwise alleged to be involved in activities seriously inconsistent with the codes and objectives of NSPE, the Executive Committee, or a special panel authorized by the Executive Committee, shall investigate the matter or allegations and shall, upon finding which supports the officer’s inability to properly serve the Society, propose to the Board an action to declare the respective office vacant. Such action by the Board shall require a two-thirds vote of the Board in a regular or special meeting, provided that notice of the proposed action shall have been given the members of the Board at least thirty (30) days prior to the meeting. The officer shall be entitled to present any evidence in defense or be represented by Counsel. Such action by the Board shall not operate to deprive the individual of membership in the Society, which shall require a separate and distinct action under Article V, Section 3 of the Constitution or as provided for in the Bylaws.

ARTICLE IX – NOMINATION AND ELECTION OF OFFICERS

SECTION 1. Nominations for elective offices shall be made by the Nominating Committee consisting of the most recent Past President able to serve and one member from each of the regions. The Nominating Committee shall be chaired by the Past President member of the Committee. No member of the Nominating Committee shall be eligible for nomination.

SECTION 2. Additional nominations may be made by petition as provided for in the Bylaws.

SECTION 3. Election of officers shall be made annually as provided for in the Bylaws.
ARTICLE X – MEETINGS
LATEST REVISION: September 2000

SECTION 1. The Society shall hold an Annual General Membership Meeting at such time and place as may be selected by the Board, which meeting shall be open to all members for the purpose of informing the membership and for the membership to afford guidance to the Board.

SECTION 2. The Board shall hold at least three meetings each year.

SECTION 3. Special meetings of the Society may be called by the President, or upon a two-thirds vote of the Executive Committee or a majority vote of the Board, or upon petition of the membership signed by two percent of the members representing at least five Chapters.

ARTICLE XI – COMMITTEES

SECTION 1. Committees other than the Executive Committee, Task Forces or other special appointments by the President as may be desirable shall be established in accordance with the provisions set forth in the Bylaws.

ARTICLE XII – PRACTICE DIVISIONS

SECTION 1. To further the objectives of the Society, the Board of Directors may sanction the creation or order the dissolution of Practice Divisions under provisions of the Bylaws.

ARTICLE XIII – NATIONAL SOCIETY REPRESENTATION

SECTION 1. Society representation in NSPE shall be as provided for in the Bylaws.

ARTICLE XIV – BYLAWS
LATEST REVISION: September 2000

SECTION 1. The Board shall prepare and adopt a series of Bylaws, which shall govern all procedures under this Constitution.

SECTION 2. Bylaws may be amended by an affirmative vote of a majority present and voting at a meeting of the Board; provided that the text of a proposed amendment shall be furnished to each member of the Board at least 20 days before the meeting at which a vote on the amendment will be taken.

ARTICLE XV – AMENDMENTS
LATEST REVISION: May 2015

SECTION 1. Amendments to the Constitution may be proposed by action of the Board at two successive meetings, or by resolution adopted by at least three (3) Chapters. Amendments proposed by resolution shall be reviewed by the Board before being placed on the ballot. A summary of the Board’s findings shall be transmitted expeditiously to the members.
SECTION 2. Proposed amendments to this Constitution shall be delivered by the Secretary to each member qualified to vote either with a letter ballot or instructions for electronic voting in accordance with Bylaw 10.

SECTION 3. An amendment shall become effective only upon the affirmative vote of a simple majority of the votes cast by qualified members.

ARTICLE XVI – ADOPTION

SECTION 1. This Constitution shall become effective upon its adoption by the voting members of the Society in accordance with the procedure of Article XV, Section 3.

SECTION 2. Any amendment to the Constitution, adopted according to the procedure specified herein, shall become effective, if approved, thirty (30) days after the deadline for the receipt of the ballot.

Constitution last amended by approval of the Membership on August 1, 2019 and became effective on August 31, 2019
BYLAWS

BYLAW 1 – MEMBERSHIP

LATEST REVISION: September 15, 2018

SECTION 1. The Society has entered into a NSPE-State Society Agreement with NSPE under which the Society has selected to be an Integrated Affiliated State Society. This unified membership includes:
   a. National membership in NSPE and membership in one State Society for professional members, offered at a society-wide, single dues price point;
   b. The establishment and maintenance of a single membership administration and billing system managed by and the responsibility of NSPE.
   c. The Society may create, support and administer categories of membership solely at the state level for those individuals or businesses that do not otherwise qualify for membership in one of the categories as defined by the NSPE Bylaws.

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

SECTION 3. Violation of the Society Constitution and Bylaws, the Code of Ethics, or for conviction of a felony shall be considered as just cause for discipline as hereinafter provided. In disciplinary matters, the Board may also: (a) authorize joint action with other state societies; (b) waive jurisdiction to another state society; or (c) request the assistance of NSPE where, in the Board’s judgment, the circumstances warrant.

SECTION 4. All members shall abide by the Constitution and Bylaws and the Code of Ethics and shall be subject to election, discipline, suspension or termination as provided in the Bylaws.

SECTION 5. All members other than Honorary Members, Graduate Members, and Student Members shall have voting privileges. Only Licensed Members may hold the offices of President and President-Elect; only Licensed Members, Members, and Fellow Members may vote on Constitutional changes; and only Licensed Members and Members may hold other elected offices.

SECTION 6. A member shall become eligible for life-member status with waiver of dues if the person has been a continuous member of NSPE for a period of 40 years and is at least 65 years of age. Application for life-member status may be made to the Board personally by the member or by the member’s chapter.

SECTION 7. A Member shall be eligible for Retired-Member status if the person has been a continuous member of NSPE for a period of 25 years, is at least 65 years of age, and has retired from active practice. For these purposes, active practice shall mean providing engineering consultation totaling more than 300 hours in a given calendar year. A retired-member shall pay one-half dues annually until life-member status requirements are met. Application for retired-member status may be made to the Board personally by any member who meets the eligibility requirements or by the member’s chapter.
SECTION 8. Should the registration as a professional engineer of a Licensed Member be revoked for any reason, the person shall automatically cease to hold the Licensed Member grade in the Society. In the case of Licensed Members with life-member or retired-member status, reclassification to Member will be made if eligible.

BYLAW 2 – DISCIPLINE
LATEST REVISION: May 26, 2000

SECTION 1. Charges or complaints of alleged violations of the NSPE 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 or she has of alleged violations of the NSPE Code of Ethics. Such charges may be filed with the Society Secretary or with the chair of the Ethics and Practices Committee of the Society or of a Chapter.

SECTION 2. An initial informal investigation of alleged violations will be made by the Ethics and Practices Committee of the Chapter concerned, the results of which shall be forwarded to the Society President. When such an informal investigation indicates that a formal investigation is advisable, the Society President shall direct the Society Ethics and Practices Committee to conduct a formal investigation and recommend whether or not a hearing is warranted. If the investigation by the Society Ethics and Practices Committee indicates that a violation of the Engineer, Land Surveyor and Geologist Registration Law of the Commonwealth of Pennsylvania or of any other laws and regulations governing the profession may have occurred, then the Society President shall forward the information to the State Registration Board for Professional Engineers, Land Surveyors, and Geologists for further investigation and action if appropriate. The forwarding of alleged violations of the Engineer, Land Surveyor and Geologist Registration Law shall not preclude further disciplinary action by PSPE.

SECTION 3. Hearings will be conducted by a Hearing Commission of not less than three Past Presidents appointed by the President as follows:

a. The Hearing Commission, upon convening, shall notify the person charged of the substance of the charges. The person charged shall be given every opportunity to present a defense to the Hearing Commission including personal appearances, with legal counsel at his or her expense, and to present such witnesses or documents as are considered pertinent to the defense. The hearing sessions of the Hearing Commission shall be closed unless the person charged desires otherwise. The Hearing Commission may draw upon the assistance of the staffs of NSPE or PSPE and, within budgetary limits, may employ such outside assistance and counsel as deemed necessary.

b. If the Hearing Commission dismisses the charges as unwarranted or as lacking adequate evidence to support the charges, the Commission shall notify the Executive Committee, who in turn shall notify the person charged, the person filing the charges, and the appropriate Chapter, if any. Upon the request of the person charged, the Executive Committee shall furnish such person an official statement of exoneration that shall be included in the minutes of the next Executive Committee meeting.

c. If the Hearing Commission determines that the member charged violated the NSPE Code of Ethics, the Constitution, or the Bylaws, the Commission shall report its findings with a
recommended penalty or penalties to the Executive Committee. Such penalty may be expulsion from the Society, suspension from membership for a stated period of time, or reprimand.

d. A two-thirds vote of the Executive Committee present at a meeting shall be necessary for a finding sustaining the charge or charges. Thereafter, the penalty shall be determined by a majority vote provided at least two-thirds of the total membership of the Executive Committee are present at the meeting. The Executive Committee shall expeditiously notify the person charged of its findings and penalty or penalties, if any.

e. Within 30 days following the mailing of such notice, the person charged may file a written appeal to the Board of Directors for a review of the case on the record. Should such an appeal be made, the Executive Committee members who sat earlier shall not participate in the appeal proceedings.

f. The Board shall review the case on the basis of the record but may, at its discretion, conduct further hearings if deemed necessary. Upon completion of its review on the record, or following an additional hearing or hearings, the Board shall expeditiously notify the person charged of its findings and conclusions. A two-thirds vote of the Board present at a meeting shall be necessary for a finding sustaining the charge or charges. Thereafter, the penalty shall be determined by a majority vote.

g. If the person charged does not file an appeal with the Board of Directors within the prescribed time, the Executive Committee shall notify the person who had filed the charges, the appropriate Chapter, if any, and NSPE of its findings and penalty or penalties, if any.

h. Upon final disposition of the case, the findings and penalty or penalties, if any, shall be published in the official publication of the Society unless the Executive Committee or the Board shall have determined that the end of justice would be better served by withholding publication.

SECTION 4. Disciplinary action may be taken by the Society against a member who resigns his or her membership after charges of unethical conduct have been filed against such member, in which case the former member shall have the same rights of defense and procedure as prescribed for members in good standing. In the case of resigned members, the Society may issue a notice of censure or prescribe that the Society records show that such member shall not be eligible for membership for a stipulated number of years, or indefinitely, or both, and may publish its findings.

BYLAW 3 – CHAPTERS
LATEST REVISION: September 15, 2018

SECTION 1. A Chapter may organize within the provisions of the Constitution and Bylaws of the Society and may, upon application, receive a Charter from the Society and then be known as a Chapter of the Society.

SECTION 2. A Charter may be issued upon approval of an application by the Board and shall be signed by the President and the Secretary of the Society.

SECTION 3. In advance of the Society’s Annual General Membership Meeting, each Chapter shall elect officers and directors as required. The Secretary of each Chapter shall send a report of such election results to the Secretary of the Society at least thirty (30) days prior to the date fixed for the Annual General Membership Meeting.
SECTION 4. The Board may authorize and issue Charters for Student Chapters at approved engineering colleges and universities. Rules and regulations for the organization and operation of Student Chapters shall be determined by the Board and shall be designated according to the policies of NSPE.

Each Student Chapter shall have a faculty advisor who shall wherever possible be a member of the Society. The Student Chapter advisor should be appointed by the Society, through the local Chapter concerned, on the recommendation of the dean of the college or school involved.

Each Student Chapter shall have a liaison officer from the sponsoring Chapter. The liaison officer shall be appointed by the sponsoring Chapter.

SECTION 5. The annual chapter dues shall be determined by the Society as set in the operating procedures.

BYLAW 4 – AFFILIATED GROUPS
LATEST REVISION: May 26, 2000

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.

SECTION 2. Individuals, organizations, and other legal entities who are otherwise not eligible for membership in the Society and who are interested in furthering the Society’s objectives by their financial support may be invited by the Board to be Sustaining Associates of the Society. Sustaining Associates shall be listed, whenever practical, in Society publications. They shall receive from the Society, all Society publications, the PSPE Annual Roster, and an annual certificate bearing the Society’s seal and signature of the President. Sustaining Associates shall not be voting members of the Society but shall be entitled to membership rates for the Annual State Engineers Conference.

BYLAW 5 – FISCAL AND ADMINISTRATIVE YEARS
LATEST REVISION: September 20, 2014

SECTION 1. The fiscal year of the Society shall be from July 1 through June 30.

SECTION 2. The administrative year of the Society shall be from the day preceding the Annual General Membership Meeting to the day preceding the next Annual General Membership Meeting.

BYLAW 6 – DUES
LATEST REVISION: September 15, 2018

SECTION 1. Dues are for a period of 12 consecutive calendar months and shall become due on the member’s anniversary date.

SECTION 2. The division of dues between NSPE and the Society is based upon service/capacity tiers and placement within tiers. The placement within tiers shall be reviewed and
modified in consultation between NSPE and the Society at the conclusion of odd-numbered fiscal years and may be adjusted between regular reviews if and when a material change in Society circumstances occur.

SECTION 3. The Executive Committee shall determine participation by the Society in any NSPE New Member recruitment dues incentives programs as established by NSPE.

SECTION 4. A member shall be considered in good standing if dues are remitted prior to the member’s membership anniversary date.

SECTION 5. A member failing to remit dues as stated in Section 4 shall be considered to be delinquent. The name of the delinquent member shall be dropped from the membership rolls of the Society three months after the date on which remittance is due or when the Society is notified of such delinquency by the National Society.

SECTION 6. A member shall be reinstated to the grade of membership from which the member had been dropped for delinquency upon notification by the National Society that such delinquency has been satisfied and that the member has been reinstated to the rolls of the National Society.

SECTION 7. A Member in good standing may be eligible for a waiver or deferral of dues in circumstances of disability or condition of hardship.

a. Application for a waiver of dues shall be approved by the member’s chapter and submitted to the PSPE Board for approval. If approved, the PSPE Board shall submit the application to the National Society for final approval.

b. Full dues may be waived for a disabled member having a minimum of 10 years of continuous membership. Application for a waiver of dues shall be approved by the member’s chapter submitted to the PSPE Board for approval. If approved, the PSPE Board shall submit the application to the National Society for final approval.

c. Dues may be waived for a period of one year in hardship circumstances, including unemployment. Application for a waiver of dues shall be submitted to the PSPE Board and if approved, submitted to the NSPE Executive Director for final approval.

**BYLAW 7 – BOARD OF DIRECTORS**
LATEST REVISION: September 20, 2014

SECTION 1. The Board of Directors shall have the direction and general supervision of all matters pertaining to the Society. It shall adopt and monitor a budget and cause the accounts of the treasurer to be audited not less than once a year.

SECTION 2. The Executive Committee shall provide for and superintend the publication and distribution of all proceedings or transactions of the Society and shall have authority to appoint an editor and publish an official periodical for the Society.

SECTION 3. The Executive Committee shall be empowered to invest and reinvest such funds as may be available for the creation of a reserve fund. A three-fourths vote of the Board shall be required to authorize expenditures from the fund, which are other than for investment or reinvestment.
SECTION 4. Each State Director or Alternate State Director shall represent a Chapter on the Society Board and therein advocate the best interests of the Chapter in particular and the Society in general. He or she shall attend the meetings of the Chapter for the purpose of inquiring into the condition of the profession and to improve the communication between the Chapter membership and Society. In the event an elected or duly appointed State Director or Alternate State Director is unable to attend a Society Board Meeting, the Chapter President or Chapter Secretary shall formally inform the PSPE Secretary prior to the convening of the Society Board Meeting of the name of the Chapter member authorized to represent the Chapter at said Society Board Meeting.

SECTION 5. The Board shall hold a regular meeting prior to the Annual General Membership Meeting and at least two other meetings. It shall hold special meetings at the call of the President or on the petition of twenty-five (25) percent of the Directors. Special meetings of the Board may be conducted by means of a telephone or video conference call provided such meetings are in accordance with all other provisions of these Bylaws.

SECTION 6. A notice of each regular meeting of the Board shall be mailed or otherwise suitably delivered to each member of the Board at least 20 days prior to the scheduled date thereof. An agenda shall accompany the notice of the meeting and no other matters shall be considered at the meeting without the consent of the majority of the members of the Board in attendance. A copy of each report and resolution to be considered at the meeting shall be made available to all members of the Board prior to the convening of the meeting. A notice of any special meeting of the Board shall be mailed or otherwise suitably delivered to reach each member of the Board, or each member of the Board shall otherwise be notified, at least five (5) days prior to the scheduled date thereof. An agenda and copy of each report and resolution, or other notification or action to be considered at such meeting, shall accompany the notice of the meeting and no other matters shall be considered at such meeting.

SECTION 7. The first meeting of the Board each administrative year shall be prior to the Annual General Membership Meeting for the purpose of reorganizing and to establish the order of precedence of the Vice-Presidents based on seniority in office. In the event two or more Vice Presidents have the same seniority in office, the order of precedence for these Vice Presidents shall be established based on seniority in membership.

SECTION 8. In the event that a member concurrently serves in multiple capacities, each of which is authorized a vote on the Board or Executive Committee, one such vote may be exercised and the member shall identify the capacity in which the voting privilege is exercised, if challenged. Proxies will not be permitted under any circumstances.

BYLAW 8 – ALTERNATE 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 or by means of a telephone or video conference call.

SECTION 2. Upon direction of the majority of the members of the Board present at any meeting, at which less than all members of the Board are present, the Secretary shall submit any question to the members of the Board by means of a letter ballot or by means of a telephone or video conference call.
SECTION 3. If a letter ballot is used, a majority of all votes received within 15 days of the mailing of the ballots shall decide the question, provided votes are received from at least two-thirds of the total membership of the Board.

SECTION 4. The Secretary shall record, as a part of the minutes of the Board meeting immediately following the date of the close of the balloting question, the date of the mailing and the return date of the ballots and the names and votes of all members voting. The Secretary shall notify all members of the Board of the results within three weeks of the date of the ballot closing.

SECTION 5. When directed by the President or a majority of the Board present at any meeting, the Secretary shall arrange to have the question submitted to the members of the Board by means of a telephone or video conference call.

SECTION 6. A majority of the votes cast shall decide the question, provided at least two-thirds of the total membership of the Board participate in the telephone or video conference call. Voting shall be by a call of the roll.

SECTION 7. The Secretary shall record minutes of the telephone or video conference call, noting the names and votes of all Board members participating, and promptly distribute the minutes to each member of the Board.

BYLAW 9 – EXECUTIVE COMMITTEE

SECTION 1. As provided in the Constitution, the Executive Committee shall conduct the business of the Society between Board meetings.

SECTION 2. The Executive Committee shall meet, either in person or by means of a telephone or video conference call, at least five times each administrative year.

SECTION 3. Five members shall constitute a quorum for the conduct of business.

BYLAW 10 – ELECTIONS

LATEST REVISION: September 24, 2016

SECTION 1. The President shall appoint one State Director from each region to serve on the Nominating Committee. In the event no State Director from a region is able or willing to serve on the Nominating Committee, the President shall have the authority to appoint a PSPE Past President from the region or a member who has previously served as a State Director from the region to the Nominating Committee as the representative of that region. In the event no PSPE Past President from the region or member who has previously served as a State Director from the region is able or willing to serve, the President shall have the authority to appoint a PSPE Past President to the Nominating Committee to represent that region. The President’s appointments shall be confirmed by the Board of Directors.

SECTION 2. Early in the administrative year, the Executive Committee shall establish and publish a schedule of dates for the nomination and election process, allowing its completion before the Annual General Membership Meeting of the Society and providing for adequate time to complete each step of the process.
SECTION 3. The Nominating Committee, after canvassing each Chapter for suggested nominees for the offices of President-elect, Vice-Presidents, Secretary, and Treasurer, shall submit a report of its nominees to the Society's President with a copy to the Executive Director. The President shall direct the publication of the report, together with a brief biographical sketch of each nominee, in the official Society publication or other means of notifying the membership. The published report or other notification shall include the procedures for additional nominations by petition.

SECTION 4. Nominations by petition signed by at least 25 eligible members must be delivered to the Secretary, including a picture and biography of the candidate, in accordance with the schedule established by the Executive Committee to be eligible for inclusion on the ballot. A copy of the petition and accompanying material shall be concurrently delivered to the Chair of the Nominating committee. The Secretary shall verify the membership validity of the signers and inform the Chair of the findings, and also if in proper order, make the appropriate listing on the ballot.

SECTION 5. In the event of a single nominee in each position resulting from the submission by the Nominating Committee of a complete slate of nominations for all vacancies and with no quoted petition candidates submitted, the Secretary shall be directed by the President to cast a single ballot for all nominees upon acceptance of the Nominating Committee's report by the Board. The Tellers Committee shall be dismissed and the Secretary shall make a formal report of the election at the Annual General Membership Meeting.

SECTION 6. Whenever there is more than one nomination made for any office to be filled, an official ballot shall be prepared by the Secretary and, together with a special ballot envelope which shall provide space for the signature and address of the member voting to be affixed thereon, shall be mailed by the Secretary to each voting member in good standing in accordance with the schedule established by the Executive Committee. The official ballot shall list the names of all candidates, the ballot position of which for each office shall be determined by lot administered by the Secretary, and be marked with proper voting instructions. A biographical sketch of each candidate shall be included with the official ballot. Voting shall be limited to those candidates listed on the official ballot.

SECTION 7. A valid ballot shall be one which is received by the Secretary in an envelope on or before the date specified on the ballot, and which envelope shall bear the signature of an eligible voting member.

SECTION 8. All valid ballots shall be opened and promptly tallied by a Tellers Committee consisting of the Secretary and three members appointed by the President. The Secretary shall be Chair of the Committee. The nominee for each office receiving the greatest number of votes cast for such office shall be declared elected to such office. The Secretary shall immediately inform the officers and the officers-elect of the results of the ballot, direct the publishing of the results, including vote tallies, in the next issue of the official Society publication, and announce the results at the Annual General Membership Meeting.

SECTION 9. The elected officers shall be known by the title of the office to which elected with the suffix 'elect' until they assume the duties of the respective office.
SECTION 10. The election of the Chapter officers and the selection of the Chapter State Directors on the Board shall be completed on or before April 30 of each year and the Chapter shall promptly notify the PSPE Executive Director with the names of the new Chapter officers and State Directors. They shall assume their duties after the installation of officers at the Annual Meeting of the Chapter and shall hold office until their respective successors assume such duties.

SECTION 11. Each Practice Division shall elect a chair and chair-elect. The procedures for nomination and election to these positions shall be as contained in Bylaw 15.

SECTION 12. In the event the Secretary is involved in a contested election, the duties of the Secretary in Sections 4, 6, 7, and 8 of this Bylaw shall be fulfilled by the President.

SECTION 13. Electronic voting is permitted to replace the mailing of election ballots required in Bylaw 10 or to expedite the ratification of any decisions of the Board, except where specifically prohibited in these Bylaws. The decision to permit the use electronic voting shall rest with the Executive Committee who shall establish and publish the procedures for such use that will include reasonable security procedures to assure the integrity of such electronic voting. The PSPE Secretary (or his/her designee) shall have the responsibility to ensure electronic voting complies with the procedures established by the Executive Committee. If the electronic voting fails to comply with the procedures established by the Executive Committee, the Secretary shall report the violation to the President, the Executive Committee, and the Board summarizing the violation and stating what portion of the vote is not valid. All members of PSPE shall be responsible for providing PSPE with an e-mail address for electronic voting, without exception. All PSPE members shall have the sole responsibility to monitor and maintain their respective e-mail address, including hardware, software and licenses required for such e-mail. Similarly, all PSPE members shall be solely responsible to provide adequate and timely notice to PSPE of any changes to the ability to receive, transmit or otherwise obtain e-mails. As such, neither electronic voting results nor procedures shall be challengeable by a member unless it can be shown that each of the following occurred:
   a. The member did not receive the e-mail;
   b. The member’s e-mail address was valid at the time the e-mail was sent;
   c. The member’s vote would have changed the outcome of the vote; and
   d. The member had no knowledge of the voting and had no other opportunity to submit a ballot.

BYLAW 11 – OFFICERS
LATEST REVISION: September 20, 2014

SECTION 1. The President-Elect, Vice Presidents, Secretary, and Treasurer shall be elected for a term of one year. The President-Elect shall automatically assume the presidency for the year following the election.

SECTION 2. In the event the President becomes unable to serve, he or she shall be succeeded by the President-Elect. A vacancy occurring in any other position shall be filled by election of the Board for the unexpired term of the officer being replaced.

SECTION 3. President. It shall be the duty of the President to preside at all meetings of the Society, of the Board of Directors and of the Executive Committee and shall have general direction of the business of the Society. The President shall be ex-officio, a member of all
committees, and shall appoint the chairs of all committees except the Executive Committee, the Tellers Committee, and the Nominating Committee.

SECTION 4.  President-Elect.  The President-Elect shall act as President in the President's absence and shall undertake assignments at the request of the President, the Executive Committee, or the Board. Principal activity of the President-Elect shall be an examination of the Society and the development of plans for the following year.

SECTION 5.  Vice-President.  In the absence of, or in case of the inability of the President and President-Elect, it shall be the duty of one of the Vice-Presidents, in the order of precedence established by vote of the Board of Directors at the first meeting of the administrative year, to perform the duties of the President. Each Vice-President will be assigned supervision over several committees and Chapters.

SECTION 6.  Treasurer.  It shall be the duty of the Treasurer to protect all money and records of accounts of the Society, making an annual report of the receipts and disbursements to the Society. At the expiration of the term of office all books, papers, and money belonging to the Society shall be turned over to the successor, taking a receipt therefor.

SECTION 7.  The duties of the Secretary shall be as follows:

a.  Along with the President, serve as the corporate official of the Society in all legal matters.

b.  Be responsible for maintaining all operating rules and regulations including the Constitution and Bylaws. Be responsible for changes, printing, dissemination and the interface with NSPE and the Chapters relating to such matters.

c.  Be the parliamentarian in all meetings of the Society and shall rely on Counsel for such assistance in parliamentary or legal matters as may come to his or her attention. Be responsible for the minutes of the Executive Committee, Board meetings, and the Annual General Membership Meeting.

d.  Serve as the official signatory for the Society or the official of record on the designated documents where such authentication is necessary or desirable.

e.  Perform such other duties as are required by law or are assigned by the Board.

SECTION 8.  The interests of the Society shall be represented on the NSPE House of Delegates by the Society’s Delegate. The Society’s Delegate, who must satisfy the requirements of a Delegate as established by NSPE, shall be appointed by the Executive Committee to serve a term of two years. An Alternate Delegate, who must also satisfy the requirements of a Delegate as established by NSPE, shall be appointed by the Executive Committee to act in the absence of the Delegate. The appointments of the Delegate and the Alternate Delegate by the Executive Committee shall be confirmed by the Board of Directors. In the event of a vacancy in the office of the Society’s Delegate or Alternate Delegate, the Executive Committee shall appoint a member of the Society who satisfies the requirements of a Delegate as established by NSPE to fill the unexpired term.

BYLAW 12 – EXECUTIVE DIRECTOR
LATEST REVISION: May 26, 2000

SECTION 1.  The Board may, if it deems it advisable, appoint annually an Executive Director of the Society. The Executive Director shall receive such remuneration as the Executive Committee may determine.
SECTION 2. The duties of the Executive Director shall be to implement the programs of the Society as determined from time to time by the Board and shall include but not be limited to:

a. Employing and supervising all staff personnel as authorized by the Executive Committee, supporting, implementing or coordinating all programs and activities, maintaining budget control over expenditures and preparing required financial statements;
b. Keeping the Board and the Society advised of all legislation both state and national which may be of interest and serving as the formal interface between the Society and the departments of the state government;
c. Acting as liaison between the Society and the Chapters on administrative and other related matters;
d. Providing assistance and guidance to the Chapters and the committees;
e. Being responsible for the public relations activities of the Society;
f. Serving as the liaison with the headquarters staff of NSPE; and
g. Accepting and implementing such other duties as the President may assign. A report covering the activities of the Society office shall be made at each Board Meeting and at the Annual General Membership Meeting.

Upon the termination of service, all books, documents, records and other property belonging to the Society in his or her possession shall be turned over to the Secretary or an authorized successor, with a receipt provided therefor.

BYLAW 13 – OBLIGATIONS

SECTION 1. All funds of the Society shall be deposited in the name of the Society. The President or the Treasurer of the Society shall authorize disbursement of Society funds. Checks shall be signed by any two officers authorized by the Executive Committee to do so.

In addition to the above, the Executive Director may be one of the signatories when so directed by the President or the Executive Committee for disbursements in accordance with the approved budget.

SECTION 2. As near as practicable to the beginning of the fiscal year, the Board shall consider and adopt an operating budget for that year. At each meeting, the Board shall review receipts and disbursements, as reported by the Treasurer, and shall make comparisons with the budgeted sums. New appropriations, or revisions of appropriations, when authorized by the Board, shall be accompanied by corresponding budget revisions to show the source of the funds appropriated.

SECTION 3. There shall be established a general fund, a reserve fund, and a petty cash account.

SECTION 4. The general fund shall be administered by the Treasurer, who shall account for all income, disbursements, and investments.

SECTION 5. The reserve fund shall be administered by the Treasurer as directed by the Executive Committee.
SECTION 6. A petty cash account is authorized to provide ready funds for the office of the Executive Director at the Society's Headquarters. An appropriate accounting shall be provided the Treasurer by the Executive Director.

SECTION 7. To secure the faithful discharge of the duties of the office, 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 the Society may, at the discretion of the Board, also be bonded. Premiums for all bonds required by the Board shall be paid out of the Society's treasury.

BYLAW 14 – COMMITTEES
LATEST REVISION: June 14, 2003

SECTION 1. Standing Committees will be designated by each President to encompass the subject areas listed below, either individually or appropriately grouped to interface as appropriate with comparable committees of NSPE:
- Awards
- Auxiliary (may be a liaison representative to the Auxiliary Board)
- Budget
- Constitution and Bylaws
- Ethical Practices
- Legislative and Government Affairs
- MathCounts
- Membership
- Nominating
- Public Relations and Publications
- Registration
- Resolutions
- State Engineers Conference
- Student Chapters
- Young Engineers

SECTION 2. Committee chairs shall appoint the members of their committees unless otherwise provided for in the PSPE Constitution or these Bylaws. 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 or task force or liaisons as may be desirable for the conduct of business of the Society.

SECTION 5. No committee shall commit the Society without specific authorization from the Board or issue public proclamation or news releases without prior approval of the Executive Committee.

SECTION 6. Committees are for the purpose of implementing the objectives of the Society. While it is expected that the leadership and membership of such committees will be
members of the Society, the inclusion of non-members in some circumstances may be appropriate. Effective control of the committee shall be retained through the chair.

**BYLAW 15 – PRACTICE DIVISIONS**  
LATEST REVISION: September 20, 2014

**SECTION 1.** Practice Divisions, comprised of members having common professional problems and interests, shall operate under the Constitution and Bylaws of the Society. Practice Division Operating Rules and any 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.** The Practice Divisions shall be conducted to provide effective forums for discussion and united action on the part of members grouped according to type of professional employment. The improvement of professional recognition, conditions of employment and other matters of mutual welfare shall be their goal.

**SECTION 3.** Membership in each Practice Division shall be limited to members of the Society, except as specifically provided for in the Rules of the Division.

**SECTION 4.** The officers of each Practice Division shall include a chair, chair elect, the immediate past chair and such other officers as determined by the Division and approved by the Board.

**SECTION 5.** Officers shall assume the duties usually performed by officers in like positions, subject to rules that may be adopted by the Division and approved by the Board.

**SECTION 6.** The officers shall constitute the Practice Division Executive Board.

**SECTION 7.** When considered necessary for promoting or forwarding its special objectives, any Practice Division may establish a fund for that purpose. Such funds may be obtained through dues and/or assessment that are authorized by the Board. The expenditure of Division funds shall be subject to the approval of the officers of the Division.

**SECTION 8.** Minutes shall be kept and filed for all meetings of Practice Divisions and Division Executive Boards. An annual report outlining the Division’s activities for the year, including financial statement and officers, shall be made to the Board.

**SECTION 9.** All actions by Practice Divisions shall be consistent with the policies of the Society. No Practice Division shall commit the Society without specific authorization from the Board, or issue public proclamations or news releases without prior approval of the Executive Committee.

**SECTION 10.** Practice Divisions serving the Society shall be as follows:

Professional Engineers in Construction
Professional Engineers in Higher Education
Professional Engineers in Government
Professional Engineers in Industry
Professional Engineers in Private Practice

SECTION 11. Rules for nomination and election of officers shall be established by each Practice Division.

BYLAW 16 – MEETINGS
LATEST REVISION: September 20, 2014

SECTION 1. The Annual General Membership Meeting of the Society shall be included as an agenda item of the Board of Directors Meeting at the Annual State Engineers Conference or at a time and place designated by the Board.

SECTION 2. If authorized by the Board, the Society shall sponsor an Annual State Engineers Conference at a time and place determined by the Board.

BYLAW 17 – ORDER OF BUSINESS
LATEST REVISION: May 26, 2000

SECTION 1. The order of business at meetings of the Board shall be determined by the President.

SECTION 2. The rules contained in the current edition of Roberts Rules of Order Newly Revised shall govern matters of parliamentary procedure of the Society, except as otherwise provided in the Constitution or Bylaws. The Secretary shall have in his or her possession at every meeting, a copy of the current edition of Robert’s Rules of Order Newly Revised.

BYLAW 18 – OFFICIAL PERIODICAL

SECTION 1. The Society shall publish an official periodical to be known as "The P.E. Reporter" and an "Annual Roster" of the membership.

BYLAW 19 – SEALS

SECTION 1. The Society shall have two seals to be kept in the custody of the Secretary: "Corporate Seal" and the "Society Seal." The Chapters may also have a Chapter Seal, which may be secured from the Society Secretary. The design of the seals shall be approved by the Board.

BYLAW 20 – INDEMNIFICATION

SECTION 1. Directors, officers, members, and employees of the Society shall be indemnified as of right to the fullest extent now or hereafter permitted by law in connection with any actual or threatened civil, criminal, administrative, or investigative action, suit or proceeding (whether brought by or in the name of the Society or otherwise) arising out of their service to the Society or to another organization at the Society’s request.

BYLAW 21 – PAST PRESIDENT’S COUNCIL

A Past President's Council consisting of all living Past Presidents of the Society shall act as an
advisory group for the Society. The Chair of the Council shall be the Immediate Past President and all meetings of the Council shall be at the call of the Chair.

The general duties of the Council shall be to use their experience as past officers to foster and promote the general welfare and growth of the Society by advice and recommendations to the officers and the Executive Board. Special assignments or requests may be given to the council by the Society through the President. All recommendations of the Council shall be presented to the Society through the President.

Bylaws last amended by the Board of Directors September 19, 1998
Bylaws last amended by the Board of Directors May 26, 2000
Bylaws last amended by the Board of Directors January 12, 2002
Bylaws last amended by the Board of Directors June 14, 2003
Bylaws last amended by the Board of Directors June 7, 2008
Bylaws last amended by the Board of Directors September 20, 2014
Bylaws last amended by the Board of Directors September 24, 2016
Bylaws last amended by the Board of Directors September 15, 2018