

Bylaws

Includes changes through the
NSPE Board of Directors
Summer 2007 Meeting

Bylaws

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Preamble

The National Society of Professional Engineers, recognizing that service to Society, to State, 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 to our country.

Bylaw 1—Name

The name of this nonprofit membership corporation is the National Society of Professional Engineers, hereinafter referred to as 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 member 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 member 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 this document. Operating Procedures, to further define specific procedures, may be established by a majority vote of the Board of Directors, but in no case may an Operating Procedure contradict or countermand the Bylaws. A two-thirds majority vote of the House of Delegates may rescind any Operating Procedure established by the Board of Directors.

Bylaw 4—Articles of Incorporation

The Board of Directors 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 of Directors. Ancillary sites to serve regional or national purposes may also be established by the Board of Directors.

Bylaw 7—State Societies

One organization, approved by the Board of Directors, may be recognized as the State Society in each State, territory, possession, or district of the United States (hereinafter referred to as State or State Society), upon written acceptance of the provisions set forth in their charter with NSPE and as set forth below.

1) All members of such State Society eligible for membership in NSPE shall be required to be members of NSPE to be eligible for membership in the State Society. States wishing to have a relationship with individuals and organizations who are not eligible for membership in NSPE shall be allowed to enlist state affiliates with rights and privileges within that state alone without association with NSPE.

2) In all matters of State or local concern, the State Society shall have full autonomy, but may call upon the national organization (hereinafter referred to as national) for advice,

counsel, and assistance. National 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 the State Society.

3) The Board of Directors may revoke the charter of any State Society which fails to conform to their charter with NSPE, after due and specific notice has been given to said State Society.

4) In order to support and foster the objectives and partnerships between each State Society and national, the governing documents of each State Society shall conform to the NSPE Bylaws for each of the following:

- (a) Member grades and eligibility for membership as defined in Bylaw 9;
- (b) The same fiscal year (although administrative year may differ);
- (c) Definitions of “good standing” consistent with Bylaw 9 and “member discipline” consistent with Bylaw 10.
- (d) All members of such State Society eligible for membership in NSPE shall be required to join and maintain membership in NSPE, to retain membership in the State Society.
- (e) Any requirement set forth above, which is in conflict with a specific State law of the State Society, shall be waived.

Bylaw 8—Associate Groups

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

1) In all matters of local concern the associate group shall have full autonomy but may call upon national for advice, counsel, and assistance.

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

3) Associate groups shall execute a written association agreement (charter) with NSPE, which will at a minimum provide written acceptance by the associate group of the provisions of the NSPE Bylaws and clearly detail services to be provided by NSPE to the group. Associate groups shall conform to all aspects of their written agreement with NSPE.

4) The Board of Directors 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—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 engineering curriculum accredited by the Accreditation Board for Engineering and Technology (ABET) shall be granted provisional status as a Member for up to two years to achieve the full requirements for the Member grade. Graduate Members shall not have voting privileges and shall not be allowed to hold office in NSPE. Graduate Members shall become full 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-time in an ABET-accredited engineering program. A student enrolled full-time in a graduate level engineering program may choose any grade for which eligible, including student member.

(5) *At-Large Member*—A person may join NSPE as an At-Large 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. Applicants for At-Large membership shall be admitted upon approval of the Membership Committee. If an At-Large Member moves to a State where the individual is eligible for membership, then the individual must join the State Society upon their annual renewal date to retain membership in NSPE.

(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 membership of said member lapses, they will not be permitted to re-join 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 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 Executive Committee. At no time shall there be more than ten living Honorary Members of NSPE. State Societies shall be permitted to offer a similar membership at the State Society level.

(8) NSPE members shall have the following rights and responsibilities:

- (a) All members other than Graduate Members, At-Large Members, Honorary Members, and Student Members shall have voting privileges in NSPE.
- (b) All individuals shall secure membership in both NSPE and a State Society unless the individual qualifies for At-Large membership.
- (c) Members may transfer their membership from one State Society to another without affecting their status in NSPE.
- (d) 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. Unless provisions for the deferral of dues has been granted by NSPE and their State Society, the delinquent member shall be dropped from the membership rolls of NSPE and their State Society three 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 each State Society. Each State Society shall have a written procedure to govern its conduct of disciplinary cases 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 the 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) The State Society may request that national assume jurisdiction of certain of that State Society's disciplinary cases. In that event the Executive Committee (as defined in Bylaw 23) shall determine whether national is willing to assume jurisdiction and decide the case. If national does assume jurisdiction and decides the case, any findings and penalty imposed, shall be binding on the State Society making the request.
- 3) If the 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 national shall be binding on the State Society.
- 4) Any member aggrieved by an adverse decision of a State Society, within thirty days of the written issuance of the decision, may request that the Executive Committee review the written record of the case and issue an advisory opinion to the State Society. The Executive Committee shall then have thirty days to determine whether they will agree to conduct a review. If the Executive Committee agrees to conduct this review, the NSPE President shall appoint a three-member panel from the Executive Committee to render an advisory opinion regarding the decision of the State Society. The Executive Committee shall forward the advisory opinion to the State Society and the aggrieved member within thirty days after agreeing to conduct the review.
- 5) If the Executive Committee, at the request of the claimant or defendant, determines that a State Society has acted arbitrarily in deciding a case, or has failed to take appropriate action within a reasonable period of time, national may assume jurisdiction to render an advisory opinion to the State Society.

6) The actions taken by national in adjudicating all disciplinary cases before it, shall be as follows:

- (a) The President shall appoint a three-member judiciary panel, consisting of 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 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 Executive Committee shall furnish such member an official statement of exoneration that shall be included in the minutes of the next 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 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 days following mailing of such notice, a member charged may file a written appeal to the Executive Committee for a review of the case on the record by the full Executive Committee. The 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 days following completion of its review on the record, or following any additional hearings, the Executive Committee shall notify the member charged and the State Society in writing, of its findings and conclusions.
- (f) If the member charged does not file an appeal to the Executive Committee within thirty days following mailing of such notice, any penalty shall become effective and shall be enforced by the NSPE Secretary and the State Society (unless this is only an advisory opinion).

7) Upon final disposition of all cases, NSPE, upon approval by the Executive Committee, may publish a summary report of the case in its official publication.

Bylaw 11—Dues

The Board of Directors shall determine the amount of annual dues for membership in NSPE. State Societies shall have sole discretion to set membership dues for their State Society.

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

2) Dues incentives for new member recruitment may be recommended by the Membership Committee and approved by the Board of Directors. Any approved dues incentive programs shall be incorporated into an Operating Procedure.

3) A member shall become eligible for life-member dues status with waiver of dues if the person has been a continuous member of NSPE for a period of 40 years, or if the member has retired from active employment, is at least 60 years of age and has been a member for a continuous period of 30 years. Application for life-member status may be made personally, by the member's chapter, or by the member's State Society.

4) A member shall become eligible for retired-member dues status if the member has retired from active employment, is at least 60 years of age and has paid dues for NSPE membership for the 10 consecutive years preceding application for retired member status. One-half dues shall be paid annually to retain retired member dues status. Application for retired-member dues status may be made by the member, the member's chapter, or the member's State Society. Years of membership under retired-member dues status, shall count toward satisfying the requirements for life-member dues status.

5) A member in good standing may be eligible for a waiver or deferral of dues in circumstances of disability or condition of hardship as set forth in the Operating Procedures.

6) Individual member dues shall be collected by NSPE unless the member's State Society determines that they will administer billing and collection. If dues are collected by NSPE, the member State Society shall receive payment for their portion within 45 days of the receipt of funds. If dues are collected by the member State Society, the NSPE portion of such dues shall be forwarded to NSPE Headquarters within 45 days of the receipt of funds. Any funds withheld either by NSPE or any member State Society beyond 45 days shall be assumed to be a loan, and interest will be assessed at an annual rate of 1.5% above prime rate. A member State Society which requests NSPE to collect member dues shall be solely responsible for promptly advising NSPE of any changes to the State and chapter dues to be collected from each member. NSPE will provide an accounting of member payments, with every remittance of dues to a member State Society.

7) All changes to the amount of mandatory dues and voluntary contributions affecting NSPE membership for the following administrative year must be made by the conclusion of the NSPE Board of Directors Meeting at the Annual Meeting. No changes after the adjournment of this meeting will be permitted.

Bylaw 12—Officers

The Officers of NSPE shall be the President, President-Elect, Vice President, Treasurer, Immediate Past-President and the Secretary. The Secretary shall be appointed annually by the Board of Directors. 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. Duties and responsibilities for each Officer are defined as follows:

President

The President Shall:

- 1) Be a member of the House of Delegates, Board of Directors and Executive Committee.
- 2) Preside at the Annual Meeting (except the House of Delegates Assembly), as well as all meetings of the Board of Directors and the NSPE Executive Committee.

- 3) Be an ex-officio member 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 of Directors.
- 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 of Directors and 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 of the president's term in office.

Vice President

The Vice President shall:

- 1) Be a member of the House of Delegates, Board of Directors, and Executive Committee.
- 2) Undertake such assignments as directed by the president.
- 3) Assume the office of the president-elect upon conclusion 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 of Directors and Executive Committee.
- 2) Preside as chair of the Candidate Screening Committee
- 3) Undertake such assignments as directed by the President.

Treasurer

The treasurer shall:

- 1) Be a member of the House of Delegates, Board of Directors and NSPE Executive Committee.
- 2) Provide a monthly accounting of the receipts and disbursements of NSPE to the Board of Directors.
- 3) Submit an audited financial statement to the Board of Directors at the Annual Meeting.
- 4) At the termination of office, turn over all books, papers and moneys belonging to NSPE to the succeeding treasurer for which a receipt shall be given.
- 5) Undertake such other duties as described in Bylaw 19.
- 6) There shall be an *Assistant Treasurer* who shall:
 - (a) Be appointed annually by the President.
 - (b) Be confirmed by the Board of Directors.
 - (c) Serve only in the event of the Treasurer's absence or inability, as determined by the President.
 - (d) Shall be a Licensed Member in good standing of NSPE.

The Board of Directors may, at its discretion, require an audit of the financial affairs of NSPE at the expiration of the Treasurer's term of office

Secretary

The Secretary shall perform such duties as are required by law and as assigned by the President and Board of Directors.

Vacancies

Vacancies created in any NSPE office shall be filled as follows:

- 1) In the event a vacancy occurs in the office of the President, the following procedure shall be implemented:
 - (a) Should the vacancy occur on or before January 31st of the administrative year, the Immediate Past-President shall assume the office of the President and shall serve in that capacity until February 1st at which time the President-Elect shall assume office, shall complete the un-expired term of office, and shall serve the term for which elected.
 - (b) Should a vacancy occur subsequent to January 31st, the President-Elect shall assume the office of President, and shall complete the un-expired term of office and shall serve the term for which elected. The office of the President-Elect shall remain vacant until filled at the succeeding election.
- 2) A vacancy occurring in the office of the President-Elect, Vice President, or Treasurer shall be filled by a vote of the House of Delegates, from the other available candidates qualified through the Candidate Screening Committee, for that administrative year. The position shall remain vacant until the election, which shall take place no later than 30 days after the vacancy has been accepted by the Board of Directors.
- 3) In the event that a vacancy occurs in the office of the President-Elect, Vice President, or Treasurer, and there is no available candidate as described above, the procedure for the appointment to the un-expired term shall be as follows:
 - (a) The President shall solicit nominations for the open office from the Board of Directors.
 - (b) Upon receipt of nominee(s) from the Board of Directors, the President shall distribute a ballot electronically to each member of the House of Delegates.
 - (c) Election to the office of the unfulfilled term shall be by a simple majority of the votes cast by the members of the House of Delegates.
 - (d) Tabulation of the ballots will be made by the Executive Committee.
- 4) A vacancy occurring in the office of the Secretary shall be filled by the Board of Directors at the next scheduled meeting or by special vote called by the President. The President shall serve as interim Secretary until appointment of a Secretary by the Board.

Bylaw 13—House of Delegates

There shall be a House of Delegates, which shall consist of one member representative from each State Society, one member representative from each of the three practice divisions not represented on the Board of Directors and the members of the Board of Directors. Non-voting members of the Board of Directors 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 of Directors. The House of Delegates shall have sole authority to amend these Bylaws.

- 1) Each State Society shall designate one representative (hereafter referred to as State Delegate) to the House of Delegates. State Delegates shall serve a two-year term and no State Delegate shall be eligible to serve more than two 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 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 national.

2) Each State Society shall receive a minimum of one vote in all actions of the House of Delegates. State Societies shall receive additional votes based upon the number of Member and Licensed Members enrolled in their State Society, as determined by the membership roles on April 1st of the calendar year for which the meeting is held, as follows:

- (a) 501-1,000 members, a total of (2) votes
- (b) 1,001-2,000 members a total of (3) votes
- (c) 2,001-3000 members, a total of (4) votes.
- (d) 3001-4000 members, a total of (5) votes.
- (e) 4001 members or more, a total of (6) votes.

The State Delegate for the State Society 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 of Directors shall receive one 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 vote as a Director. In the alternative, if a State Society has a member who serves on the Board of Directors 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 and (10) ten Directors. The total number of members on the Board of Directors, including Officers, shall not exceed (17) seventeen members. Each member, except the Secretary, who shall serve as an ex-officio member, shall be entitled to one vote on the Board of Directors, except that the president shall only cast a vote to break a tie vote of the Board.

1) The Board of Directors 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 of Directors 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 term on the Board of Directors. No member shall be eligible to serve consecutive terms as a Director on the Board of Directors, except as defined in 6, below. 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 years hence.

- 4) The election of Directors to the Board of Directors 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 of Directors and adopt changes to the allocation as deemed appropriate.
 - (i) One Director shall be elected to represent each of the six Regions (as defined in Bylaw 20) to provide geographic representation on the Board of Directors. Any licensed member who is enrolled 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 term.
 - (ii) Two Directors shall represent the Practice Divisions. Any licensed member who is enrolled as a member of a practice division shall be eligible to represent the practice divisions. One Director shall be elected each year to serve a two-year term.
 - (iii) One Director shall represent the Young Engineers Advisory Council (YEAC) and shall be a licensed member who is 35 years old or younger as of January 1st of the year the vote is conducted, for a total of one Director. This position shall be elected every other year.
 - (iv) One Director shall be selected from the NSPE membership at-large. This member must be a licensed member, in good standing, of a State Society. This position shall be elected every other year, alternating with the YEAC 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 to represent the membership at-large 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 of Directors and shall be granted speaking privileges, but not voting privileges, at the Board of Directors and House of Delegates meetings.
 - (e) The ten Directors shall elect the representative Director to the Executive Committee from the five Directors serving in the second year of their two-year term. A majority vote of the ten Directors shall elect the 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 Executive Committee as defined in Bylaw 23.

5) In the event that a Director is unable to attend a meeting of the Board of Directors, 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 that 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.

Bylaw 15—Meetings

All meetings of NSPE, including meetings of the House of Delegates, Board of Directors and 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. 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 of Directors. 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. Prerequisite to the seating of any State Delegate 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.

2) Not less than 15 days prior to all meetings of the Assembly, the Secretary (or his/her designee) shall 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.

3) NSPE shall reimburse the members in attendance at the Assembly meeting in accordance with the 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 or more State Societies. 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 of Directors (hereinafter referred to as 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 Executive Committee or on written request of 20 percent 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 of Directors, 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 Executive Committee, and all recommendations which it may desire to make for action to be taken by the Board.

3) Not less than 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.

4) NSPE shall reimburse the members of the Board in attendance at the meetings of the Board in accordance with the 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 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 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 Executive Committee. Meetings of the 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 Executive Committee, a quorum shall consist of a majority of the members of the Committee.

2) For meetings of the Executive Committee, notices shall be sent as necessary.

3) A special electronic mail vote by the 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 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

Any Licensed Member of a member State Society is eligible to serve as an NSPE Officer. No other NSPE member shall be eligible to serve as an NSPE Officer (except Secretary). The nomination and election procedures shall be as follows:

- 1) State Societies, chapters and individual members are encouraged to submit candidates for any open NSPE Office. All nominations must be received by the NSPE Secretary no later than January 1st for elections to be held at the next Assembly. The Secretary shall review all nominations to confirm that the submission meets the criteria set below in Bylaw 16. The NSPE Secretary shall forward all qualified submissions to the Candidate Screening Committee no later than January 15th.
- 2) Election of Vice President shall be conducted annually. The current President, President-Elect and Immediate Past President, shall not be eligible for nomination.
- 3) Elections for the office of Treasurer shall be conducted every other year. The Treasurer shall serve for a two-year term, with the Treasurer eligible for a second consecutive term. No member shall be eligible to serve more than two consecutive terms as Treasurer.
- 4) All submissions for nomination for Vice President and Treasurer must be accompanied by one of the following endorsements to be considered:
 - (a) The Nominee receives the endorsement and nomination from the Board of Directors of their State Society. This endorsement shall be issued in writing and signed by the President or Secretary of the State Society, or;
 - (b) The Nominee receives endorsement and nomination based upon a petition for nomination of (50) fifty or more voting members of NSPE.
- 5) Election of Officer(s) shall be conducted annually by the Assembly. A majority vote of the House of Delegates shall elect the Officer(s). In the event that no candidate receives a majority vote in the first ballot, a second ballot shall be cast. The second ballot shall be revised to contain only the two individual candidates receiving the most votes on the first ballot. In the event that two or more candidates tie for one of these two slots, each of these candidates shall be included on the subsequent ballot. Additional ballots shall be cast as necessary, until a majority vote is achieved, following the above procedures.
- 6) Election of five of the ten Directors of the Board of Directors shall be made annually by a majority vote of the House of Delegates. Any Licensed Member of NSPE, including State Delegates, shall be eligible for election to the Board of Directors. Director positions may be allocated to represent specific constituent groups to enhance constituent representation as set forth in Bylaw 14.
- 7) The nomination/election cycle shall be as follows:

Date (Event)	Action
January 1st	Last Day for submission of nominees for national office to NSPE secretary.

January 15th	Secretary submits qualified nominations to the Candidate Screening Committee
Prior to May 1st May 15th	Candidate Screening Committee interviews all qualified nominees for national office. Candidate Screening Committee submits their report to the NSPE Secretary.
Prior to House of Delegates Assembly	Each region selects their representative to the Candidate Screening Committee for the upcoming administrative year.
Prior to House of Delegates Assembly	Each region and designated interest group selects their nominee(s) for the Board of Directors
NSPE House of Delegates Assembly	Election of NSPE Officers and Directors

8) Official ballots for the election of NSPE Officers and Directors shall be provided by the Secretary to each member of the House of Delegates in attendance at the House of Delegates Assembly. Ballots must be executed and submitted for tally as scheduled during the business of the House of Delegates Assembly. Only House of Delegates members physically present at the Assembly shall be eligible to cast a ballot. Any subsequent ballots necessary to elect NSPE Officers and/or Directors shall follow the same procedure.

9) A Teller’s Task Force shall be appointed by the President. The President shall designate one of these appointees as Chair of the Task Force. All ballots for the election of NSPE Officers and Directors shall be delivered to the Tellers Task Force for tabulation.

10) The Tellers Task Force shall report the tabulation of votes to the President, who will report the results of the election to the members of the House of Delegates as soon as the tabulation is completed. Should a subsequent ballot be necessary to elect the NSPE Officers and/or Directors, a similar procedure shall be followed. Results of the election shall be published as soon as practical for general member knowledge.

Bylaw 17—Candidate Screening Committee

There shall be a Candidate Screening Committee, composed only of individuals holding the Licensed Member grade, consisting of one member from each of the regions plus a Chair. The Chair shall be the Immediate Past-President and shall be without vote except in the event of a tie vote. No other NSPE Officer shall be eligible for membership on this Committee.

1) The Candidate Screening Committee member from each region shall be selected by their respective region, with each State Society within that region casting one vote.

2) Each region shall select a single representative to the Candidate Screening Committee and report said selection to the Secretary prior to the House of Delegates Assembly. The House of Delegates shall approve the members of the Candidate Screening Committee at the Assembly. The selected representative shall serve for the subsequent administrative year.

3) No State Society shall have representation on the Candidate Screening Committee in consecutive years.

4) Each member of the Candidate Screening Committee shall be responsible for arranging for successor selection from their region for the ensuing year. In the event this selection has not been accomplished by the House of Delegates Assembly, the President shall select a

representative from the affected Region with ratification by the Board.

5) The Candidate Screening Committee shall meet at a time and place as designated by the Chair, (but no later than May 1st), to review the nominations for Officers, interview nominees and complete the screening and evaluation of qualifications as set forth in the Operating Procedures. This meeting may be conducted by telephone or other electronic means. The Candidate Screening Committee shall prepare a slate of candidates for each open office for the ensuing administrative year(s), in the form of a report, by reviewing the qualifications of all nominees submitted to NSPE Headquarters, and selecting all nominees deemed qualified to serve. The slate of candidates shall be reported to the NSPE Secretary and each nominee no later than May 15th.

6) Any nominee who is deemed not qualified to serve by the Candidate Screening Committee may still be placed on the ballot, upon submission of a petition signed by 50 voting members of NSPE, submitted to the Secretary no later than July 1st.

7) In the event an elected member of the Candidate Screening Committee is unable to serve, the President shall appoint an alternate from the region concerned, with the ratification of the Board. Should the Chair be unable to perform, the President shall declare the position vacant and appoint another of the three immediate past Presidents as Chair. In the event that the newly appointed Chair was a voting member of the Committee at the time of appointment as Chair, the President shall then appoint a voting alternate from the region affected. Notwithstanding the foregoing, neither the nominating process nor any subsequent election shall be deemed invalid for reason of a vacancy on the Candidate Screening Committee.

8) Members of the Candidate Screening Committee are eligible for nomination, however, upon acceptance of said nomination; the member shall be replaced on the Candidate Screening Committee by appointment as described above.

Bylaw 18—Executive Director

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

1) The Board of Directors shall appoint the Executive Director to serve as Secretary of NSPE.

2) The reappointment or dismissal of an Executive Director shall be decided by the Board of Directors.

3) The Board of Directors may authorize the Executive Director to appoint other staff, as the requirements of NSPE may dictate. Such appointees 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 of Directors.
- (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 of Directors.
- (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 of Directors and other entities of NSPE apprised of all legislation, 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, Executive Committee or the Board of Directors.
- (m) At each meeting of the Board of Directors, submit 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 the national society.

Bylaw 19—Control of Funds

All funds of the national society shall be deposited in the name of the national society. 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. Once a month, the Treasurer shall review the financial status and make comparisons with the budgeted sums. The Treasurer shall report to the Executive Committee at each of its meetings. Required revisions to the budget shall be implemented by the Executive Committee and recommended to the Board of Directors for ratification. Revisions to the budget, approved by the Executive Committee, shall be submitted to the Board of Directors 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) 50% of the dues collected for a calendar year are available to fund operations from January 1st through June 30th of the current fiscal year. 50% will be set aside to fund operations in the subsequent fiscal year beginning July 1st. This set-aside may not be used for any purpose prior to the prescribed time, without authorization from the Board of Directors.
- 5) The Treasurer shall give such bond as the Board of Directors 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.

6) There shall be an NSPE Reserve Fund, which shall be invested by the Treasurer under the direction of the Finance Committee. The Treasurer shall report the amount of the fund to the Board of Directors and shall recommend increases or decreases in the total amount of the fund.

(a) The NSPE Reserve Fund exists to protect NSPE from a major economic crisis and to fund special projects approved by the Board of Directors that were not included in the annual operating budget.

(b) Draws from the NSPE Reserve Fund can only be made upon the approval of the Board of Directors.

7) The NSPE annual operating budget shall contain a Contingency Fund to accommodate un-programmed expenses for the current operating budget. The use of NSPE contingency funds must have the approval of the Board of Directors and be reflected in the approved budget by a reduction in the contingency fund and an increase to the proper program or expense.

8) NSPE shall establish an Enterprise Fund to stimulate the development of new products and services for NSPE members. Member State Societies and other NSPE groups may borrow from the Enterprise Fund for development and startup costs for new or expanded products and services, on the basis of proposals approved by the Board of Directors.

Bylaw 20—Regions

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

The Operating Procedures that govern each region shall be developed and adopted by the region, but shall be subject to ratification by the Board of Directors. 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 of Directors 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. The existing Practice Divisions shall become interest groups. In seamless cooperation with both the State Societies and national, 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 interest group. 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 of Directors to meet specific objectives coordinated with other interest groups and NSPE initiatives.
- 2) Interest groups shall conduct all business by electronic correspondence, written correspondence and conference calls, unless otherwise budgeted through an approved business plan. Interest groups will not receive funding from NSPE for face-to-face meetings, unless budgeted through an approved business plan. If a face-to-face meeting is deemed necessary, but is unbudgeted, the interest group leadership may meet at the individual member's own expense.
- 3) Interest groups shall be authorized to provide services and products through their approved purpose statement and/or business plan. Interest groups may range from an internet forum tasked to facilitate the exchange of ideas and information to larger groups, such as Practice Divisions, with a structured administration and detailed business plan.
- 4) Each interest group shall be terminated at the end of the administrative year, unless their continuation is confirmed by the Board of Directors through business plan approval through the budget, or directly by action of the Board of Directors.
- 5) Practice Divisions shall operate as interest groups to meet the objectives of NSPE to serve the membership, through interaction of members in similar practice areas. As with all interest groups, each Practice Division shall sunset at the beginning of each administrative year, unless the Practice Division is authorized to continue through an approved annual business plan. Any balance of funds from revenue or expenditures, exclusive of direct contributions from Sustaining Firms, Sustaining Universities and Sustaining Members, shall revert back to the general fund of NSPE at the end of each administrative year, unless specifically designated for another purpose in the subsequent year's approved budget for the interest group.
- 6) Practice Divisions, as well as other interest groups shall self-select leadership and administration within the confines of their approved budget and charges.
- 7) The Board of Directors 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 four Operating Boards of NSPE, which shall be granted decision-making authority as defined by the operating procedures. These Operating Boards shall be:

- 1) *Board of Ethical Review*
The duties of the Board of Ethical Review are defined in the Operating Procedures.
- 2) *Legislative Education Fund Board*
The duties of the Legislative Educational Fund Board are defined in the Operating Procedures.

3) *Education Foundation Board*

The duties of the Educational Foundation Board are described in the Operating Procedures.

4) *NICET Board*

The duties of the NICET Board are defined in 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 national 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 an 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 further defined below:

Executive Committee

- 1) The duties of the Executive Committee shall include the following:
 - a. Act on behalf of the Board of Directors between Board of Directors meetings. All such actions shall be ratified by the Board of Directors at their next scheduled meeting.
 - b. Review and recommend changes to staff employee benefit programs to the Budget Committee.
 - c. Review total staff salary allocations and recommend adjustments to the Budget Committee.
 - d. Annually review the performance of the Executive Director and advise the Board of Directors concerning reappointment. Establish annual compensation for the Executive Director.
 - e. Consider other administrative matters as appropriate.
- 2) The membership of the 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, shall be entitled to one vote, except that the president shall only cast a vote to break a tie vote of the committee.

Candidate Screening Committee

- 1) The duties of the Candidate Screening Committee shall include the following:
 - (a) To conscientiously review and screen the qualifications of all candidates submitted for office in the National Society, as set forth in the Operating Procedures.
 - (b) To select only those nominees deemed qualified to serve as officers in NSPE.
 - (c) To report this selection to the NSPE Secretary and the House of Delegates in the form of a ballot for election.
- 2) The membership of the Candidate Screening Committee shall be as defined in Bylaw 17.

Budget Committee

- 1) The duties of the Budget Committee shall include the following:
 - (a) To prepare and present an annual budget for the control of expenditures of money by NSPE, for the review and approval by the Board of Directors.
 - (b) To review the approved budget and the records of expenditures being made by NSPE.
 - (c) To inform the Board of Directors of any expenditure over those provided for in the budget.
 - (d) To present recommendations concerning insurance and retirement or other employee benefit programs for staff personnel, for review and approval by the Board of Directors.

Finance Committee

- 1) The duties of the Finance Committee shall include the following:
 - (a) To study the financial structure of NSPE.
 - (b) To create and provide oversight of NSPE's fiscal strategy
 - (c) To recommend policies and procedures for a Fiscal Strategic Plan that will provide for the long-term continuity and strength of NSPE.
 - (d) To set short range and long range financial goals and objectives.
 - (e) To establish how results will be measured and assessed for continued improvement.
 - (f) To consult with appropriate financial consultants for recommendations on investments and/or building leasing or other financing matters.
 - (g) To make recommendations to the Treasurer and finance manager on where and when financial instruments will be purchased and/or moved to maximize the NSPE fiscal structure.

Membership Committee

- 1) The duties of the Membership Committee shall include the following:
 - (a) To serve the NSPE membership through development and implementation of effective programs for recruitment, orientation, and retention of qualified candidates.
 - (b) To review and approve applications for memberships At-Large.
 - (c) To identify opportunities to strengthen the State-national partnership and assist State Societies with membership issues.
 - (d) To recommend changes to membership policies and processes.

Legislative & Government Affairs Committee

- 1) The duties of the Legislative and Government Affairs Committee shall include the following:
 - (a) To assist State Societies in their efforts to influence state legislation to the benefit of NSPE, its members and the licensed profession of engineering.
 - (b) To review input of members, State Societies, Committees, Task Forces, interest groups, staff and other engineering organizations concerning proposed, or desirable, state and/or federal legislation or regulations.
 - (c) To determine and implement effective strategies for influencing federal legislative and regulatory decisions.
 - (d) To recommend to the House of Delegates and Board of Directors those policies and programs by which NSPE legislative activity can be most effective.
 - (e) To develop means of communicating legislative and governmental activities of interest to its members and other cooperating engineering organizations.
 - (f) To review, interpret and provide commentary on both state and federal legislation and regulations that affect or influence professional engineering. To

serve as a clearinghouse for all NSPE and state society positions on state and federal regulatory and legislative matters.

Licensure & Qualifications for Practice Committee

1) The duties of the Licensure and Qualifications for Practice Committee shall include the following:

- (a) To make a continuing study of the engineering licensure laws of the states, territories, possessions, and districts of the United States.
- (b) On the basis of such studies to work with NCEES, ABET and other related organizations to formulate programs and recommendations for improvement of the licensure laws.
- (c) To encourage and to cooperate in the adoption of provisions in the licensure law for legal certification of engineer interns and uniform reciprocity provisions and procedures.
- (d) To consider specific problems with licensure laws presented by State Societies and to cooperate with such State Societies in improving their licensure laws.
- (e) To promote the licensure of all qualified engineers and certification of engineering interns in accordance with engineering licensure laws of the various states and territories.
- (f) Maintain surveillance over the activities in the profession directed to updating, maintaining, and evaluating continued competence for practice.
- (g) Assist State Societies, Committees, Task Forces and interest groups, in reply to implementing programs of NSPE directed toward maintaining the competence of its members and other professional engineers.

Advisory Groups

1) Advisory Groups shall be created to provide guidance and direction to National and State Society staffs, as defined by the NSPE President.

- (a) Advisory Groups will conduct their business by correspondence and conference calls and normally will not be funded for face-to-face meetings. If a face-to-face meeting is deemed necessary, the Advisory Group may meet at the individual member's own expense or at NSPE expense if approved during the budget process or with the written approval of the NSPE President.
- (b) All Advisory Groups shall automatically sunset at the end of each administrative year or the Annual Meeting, as determined by the NSPE President.

Task Forces

1) Task Forces shall be created to meet specific needs through charges set by the NSPE President.

- (c) Task Forces will conduct all their business by correspondence and conference calls and normally will not be funded by NSPE for face-to-face meetings. If a face-to-face meeting is deemed necessary, the Task Force may meet at the individual member's own expense or at NSPE expense if approved during the budget process or with the written approval of the NSPE President.
- (d) All Task Forces shall automatically sunset at the end of each administrative year or the Annual Meeting, as determined by the NSPE President.

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.

It shall be the sole responsibility of the NSPE Officer, Director and State Delegate to monitor and maintain their respective e-mail addresses, including hardware, software and licenses required for such e-mail. Similarly, it shall be the sole responsibility of these persons to provide adequate and timely notice 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.

Procedures for an electronic ballot shall be as follows:

- 1) The Secretary (or his/her designee) shall prepare an electronic ballot for distribution to all voting members of the body. The ballot shall contain a clear and concise explanation of what the vote entails.
- 2) Upon distribution of the electronic ballot, a minimum of 72 hours shall be included for discussion (the discussion period) prior to the commencement of the voting period.
- 3) A deadline for response to a ballot issue (the voting period) shall be included with the ballot submission to the body. A minimum of 48 hours shall be allowed as the voting period for respondents to cast a ballot after the end of the discussion period.
- 4) At the end of the voting period, the Secretary (or his/her designee) shall announce the results of voting. The total number of votes cast must meet or exceed the requirements for a quorum, for the vote to be valid.
- 5) Once a member submits a vote, they will not be allowed to rescind or change their vote during the voting period.
- 6) Reasonable security procedures to assure the integrity of electronic voting shall be developed and defined in an Operating Procedure.

Bylaw 25—Amendments

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

- 1) Amendments may be proposed by any of the following methods
 - (a) A majority vote of the House of Delegates; or
 - (b) Endorsement by not less than 10 percent of the State Societies; or
 - (c) Endorsement by not less than three State Societies representing a total of not less than 10 percent of the voting membership of NSPE.
- 2) Proposed Amendments shall be accompanied by a statement not to exceed 500 words detailing the purpose of and justification for the Amendment.

- 3) Proposed Amendment 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.
- 4) 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 (60) sixty 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.