

# **South Carolina Society of Professional Engineers**

## **BYLAWS**

### **PREAMBLE**

Recognizing that service to the public, to the state and to the profession is a fundamental obligation of the professional engineer, the South Carolina Society of Professional Engineers does hereby dedicate itself to the promotion and protection of the professional engineer as a social and economic influence vital to the health, safety and welfare of the community, the state of South Carolina, the United States of America and all mankind.

### **BYLAW 1 – NAME OF THE ORGANIZATION**

Section 1. The name of this organization shall be the South Carolina Society of Professional Engineers, hereinafter called the Society.

Section 2. The Society is incorporated as a nonprofit organization under the laws of the state of South Carolina.

Section 3. The Society is an Affiliated State Society of the National Society of Professional Engineers, a national organization of like aims and purposes, hereinafter called NSPE. The Society shall participate actively in all NSPE Meetings and other state/NSPE functions and activities.

Section 4. The Society subscribes to and supports the NSPE Code of Ethics for Engineers.

### **BYLAW 2 - OBJECTIVES**

The objectives of this Society shall be to:

Section 1. Advance and promote the public health, safety and welfare.

Section 2. Advance the professional, social and economic interests of the professional engineer.

Section 3. Strive throughout the profession to make licensure more meaningful in terms of acknowledgment of individual achievement in engineering as reflected by education and practice, and encourage all qualified engineers to seek legal status through licensure.

Section 4. Unite all qualified engineers of the state in one organization.

Section 5. Stimulate and develop professional concepts among all engineers.

Section 6. Advance self-education and self-improvement, motivating practicing engineers to upgrade and expand their competence by continuing study.

Section 7. Develop the civic consciousness of members of the engineering profession, and serve the public good by support of, and cooperation with public officials.

Section 8. Represent the engineering profession in legislative matters in the interests of the state and the profession.

Section 9. Promote high standards of engineering education.

Section 10. Establish and preserve high standards of ethical conduct and practice by members of the profession.

Section 11. Cultivate public appreciation for the work of the engineer through improved public relations, and provide a forum for effective exchange and advancement of knowledge of matters of concern to the profession.

Section 12. Assist young people in obtaining reliable information concerning the profession of engineering.

Section 13. Mentor young engineers and assist them in their career track toward licensure.

### **BYLAW 3 - MEMBERSHIP**

Section 1. The Society has entered into an NSPE-State Society Agreement with NSPE under which the Society has selected to be an Integrated Affiliated State Society, defined as follows:

- a. A unified membership that includes national membership in NSPE and membership in one State Society for professional members, offered at a society-wide, single dues price point;
- b. A division of dues between NSPE and State Society based upon service/capacity tiers;
- c. Service/capacity tiers and placement within tiers, which shall be reviewed and modified in consultation between the NSPE and participating State Societies at the conclusion of the first fiscal year after implementation (June 20, 2019) and every other year thereafter and may be adjusted between regular reviews if and when a material change in State Society circumstances occur.
- d. The establishment and maintenance of a single membership administration and billing system managed by and the responsibility of NSPE.

- e. 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. All members shall pay annual dues as set forth in the Operating Procedures. A member's dues shall be current, as defined in the Operating Procedures, for the member to receive the privileges and benefits of membership.

Section 3. All members other than Honorary Members and Student Members shall have voting privileges in the Society.

Section 4. Should the licensure of a member be revoked for any reason, other than retirement from active practice, the person shall automatically cease to be a member of the Society.

Section 5. A member may be disciplined by the Society for cause as provided in the Society's operating procedures. In disciplinary matters, the Board may: (a) authorize joint action with other state societies; (b) waive jurisdiction to another state society; (c) request the assistance of NSPE where, in the Board's judgment, the circumstances warrant; or (d) refer the matter to the South Carolina State Board of Registration for Professional Engineers and Surveyors.

#### **BYLAW 4 – OFFICERS and BOARD MEMBERS**

Section 1. The Officers of the Society shall consist of the President, Vice President, Secretary/Treasurer, State Society Delegate to the NSPE House of Delegates, and immediate Past President.

Section 2. The President, Vice President and Secretary/Treasurer shall be elected for a term of one year.

Section 3. The Delegate to the NSPE House of Delegates shall be elected by the Society to represent the Society at the NSPE House of Delegates Assembly, as set forth in Bylaw 5. This member shall serve as Delegate for a two-year term and shall be eligible to serve no more than two consecutive terms. Section 4. Eligibility for nomination, election or retention of a position as an elective officer of the Society shall be contingent upon residence or employment in the state and membership in NSPE and the State Society.

Section 5. The duties of the officers shall be as defined in the Operating Procedures.

Section 6. The Secretary/Treasurer and the Executive Director shall provide security, at the expense of the Society, for such amount as may be determined by the Board.

Section 7. The officers shall take office on the first day of the Administrative Year following their election, and shall hold office until their successors have been duly elected and installed.

Section 8. There shall be six Society Directors. Directors shall be elected for three-year terms; two Directors shall be elected annually.

Section 9. The Officers, Chapter Presidents, Delegate to the House of Delegates, Directors, and Executive Director (as applicable per Bylaw 6, Section 7) will constitute the Board of Directors, hereinafter called the Board. The latest living resident Past President, State Society Math Counts Coordinator, and President of the SCSPE Education Foundation shall be non-voting, ex-officio members of the Board.

Section 10. In the event the President becomes unable to serve, the Vice President shall succeed the President and complete the term of office of the vacating President and his/her own term as President. A vacancy occurring in any other position shall be filled through election by the Board. Any vacancy shall be filled for the un-expired term of the officer being replaced.

Section 11. There shall be an Executive Committee of the Board consisting of the President, Vice President, Secretary/Treasurer, and Delegate to the NSPE House Of Delegates. The latest living resident Past President shall be a non-voting, ex-officio member of the Executive Committee. Within the provisions of the Bylaws, the Executive Committee shall act for the Board between Board meetings provided that such action is not inconsistent with Board Policy. All acts of the Executive Committee shall be reported to the Board.

#### **BYLAW 5 -ELECTIONS**

Section 1. Nominations for elective offices shall be made by the Nominating Committee or by petition signed by 10 percent of the members eligible to vote or 50 such members, whichever is less.

Section 2. The Nominating Committee shall be comprised of the most recent available Past President as its chair, and a minimum of two other members as set forth in the Operating Procedures.

Section 3. The Nominating Committee shall canvass the membership and Chapters for candidates for office and shall offer one or more nominations for each office. No one who is a member of the Nominating Committee shall be eligible for nomination to office.

Section 4. The Nominating Committee shall report the names of nominees, together with a brief biographical sketch of each nominee, to the Secretary/Treasurer or Executive Director for the ballot.

Section 5. Nominations by petition must be delivered to the Secretary/Treasurer or Executive Director by April 15th.

Section 6. The Executive Director or Secretary/Treasurer shall prepare an official ballot that shall be mailed or provided electronically to each voting member in good standing at least 30 days before the Annual Meeting. The official ballot shall contain a listing of all offices to be filled and the nominations thereof. Voting shall be limited to these nominations for office.

Section 7. Election of officers shall be made annually by a plurality vote on individual letter or electronic ballots sent to all voting members of the Society in good standing. Procedures for collecting and counting ballots shall be defined in the Operating Procedures.

Section 8. Election of the Delegate to the House of Delegates shall be made biannually by a plurality vote on individual letter or electronic ballots sent to all voting members of the Society in good standing, or by such other procedure as determined by the Board. This ballot may be combined with the ballot for the election of Officers.

Section 9. The nominee for each office receiving the greatest number of votes cast for office shall be declared elected for such office. 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 their respective offices.

## **BYLAW 6 - ADMINISTRATION**

Section 1. . The Board shall determine all questions of policy and shall administer the affairs of the Society under these Bylaws, Operating Procedures and the general provisions of the law under which it is incorporated.

Section 2. The latest version of Robert's Rules of Order shall be the parliamentary authority for conducting votes and administering the society.

Section 3. One third of the Board members shall constitute a quorum. 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 Bylaws of the Society. The president shall vote only when necessary to break a tie.

Section 4. The Board shall have authority to decide upon any question by means of a letter or electronic ballot directed to all members of the Board. Procedures for determining a vote by letter or electronic ballot shall be specified in the Operating Procedures. At any point during the voting period when a ballot is voted up or down by a majority of those eligible to vote, that determination is final.

Section 5. The Board shall direct the investment and care of funds for the Society and shall adopt an annual budget and make appropriations for other specific purposes.

Section 6. No member of the Board shall receive a salary or compensation from the Society, except for expenses incurred on behalf of the Society as approved by the Board.

Section 7. The Board may appoint an Executive Director, when the financial and other conditions warrant, and fix compensation and define the duties of the office.

Section 8. The administrative and fiscal year of the society shall be the same as the administrative and fiscal year of NSPE.

Section 9. The Board shall determine the location of the Headquarters of the Society.

Section 10. The Board shall develop written Operating Procedures, which shall become effective, be amended or be rescinded upon a majority vote of the Board, unless otherwise indicated by the Board.

## **BYLAW 7 - MEETINGS**

Section 1. The Society shall hold an Annual Meeting at such time and place as may be selected by the Board, which meeting shall be open to all members and their guests either physically present or by teleconference.

Section 2. Special meetings of the Society shall be called by the president, on a two-thirds vote of the Board or upon petition by 50 members of the Society, or 10 percent of the membership, whichever is less.

## **BYLAW 8 - CHAPTERS**

Section 1. The membership of the Society shall be organized into chapters (as determined by the Board). The Board shall authorize and charter such Chapters; defining boundaries as may best serve the members of the Society. Each Chapter thus formed shall have a minimum of 10 voting members. All members of the Chapter shall also be members of the State Society and NSPE.

Section 2. The Board shall have authority to make rules and regulations for and decisions affecting the chartering, combining or dissolving of 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 Bylaws of the Society. Such bylaws and any changes thereto are subject to approval of the Board.

Section 4. Chapters shall engage only in such activities as are consistent with the objectives of the Society. Such activities shall be restricted to the geographical area, for which the Chapter is chartered, except as authorized by the Board.

Section 5. In all matters of local concern not covered by these Bylaws, Chapters shall retain full autonomy, but may call upon the Society and NSPE for advice, counsel and assistance.

Section 6. Chapters shall not contract any debt or obligation on behalf of the Society unless expressly authorized by the Board.

Section 7. The fiscal and administrative years of the Chapters shall be concurrent with those of the Society.

Section 8. Student members in engineering colleges and universities may be organized into Student Chapters, as provided in the Operating Procedures.

Section 9. Annual Chapter dues, if applicable, shall be determined by the Society as set in the Operating Procedures.

#### **BYLAW 9 - Interest Groups**

Section 1. To further the objectives of the Society, it may establish Interest Groups.

Section 2. The Board of Directors may sanction the creation or order the dissolution of Interest Groups as provided in the Operating Procedures.

#### **BYLAW 10 - COMMITTEES**

Section 1. Such committees as may be appropriate shall be established as provided in the Operating Procedures.

Section 2. The duties of committees shall be defined by the President and approved by the Board.

Section 3. Appointments to committees shall be made as set forth in the Operating Procedures.

#### **BYLAW 11 - AMENDMENTS**

Section 1. Amendments to these Bylaws may be proposed by: (a) a majority vote of the entire Board; or (b) a petition signed by not less than 10 percent of the members of this Society or 50 such members whichever is smaller.

Section 2. An amendment to these Bylaws shall become effective upon the affirmative vote of two-thirds of the Board. A minimum of 15 days must pass between the presentation of the amendment proposal to the Board and the vote to approve or disapprove the amendment proposal.

#### **BYLAW 12 – SAVINGS CLAUSE**

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

#### **BYLAW 13 - DISSOLUTION**

Section 1. The Society shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of said funds shall inure, or be distributed, to the members of the Society. On dissolution of the Society, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board. Any residual shall be contributed to NSPE.

#### **BYLAW 14 - EFFECTIVE DATE**

Section 1. These Bylaws shall become effective upon its adoption in the manner prescribed for voting on amendments and thereupon the previous Constitution and/or Bylaws and prior amendments thereto are repealed.

Adopted – June 8, 2006

Last Amended June 7, 2018