



**The New York State Society of
Professional Engineers, Inc.**

CONSTITUTION

PREAMBLE

- CONCERNED** With the Public Weal, and
- IN ORDER** to safeguard life, health and property, by restricting the practice of engineering to properly qualified natural persons;
- LIKEWISE** to advance the welfare of the Engineering Profession by the establishment and observance of high ethical standards of conduct;
- AND** to advocate the creation and enforcement of adequate license laws and practice acts;
- ALSO** to place the control of engineering projects within the scope of such laws and acts;
- FURTHER** to focus public attention upon the professional standing, functions, requirements and accomplishments of engineers;
- WITHAL** to sponsor and promote honorable procedure tending toward emoluments commensurate with the dignity and responsibility of this profession, THE NEW YORK STATE SOCIETY OF PROFESSIONAL ENGINEERS, INC. has been organized; and to such ends the Constitution, of which this preamble is a part, is hereby set forth.

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ARTICLE I

SECTION 1.

This Society shall be known as THE NEW YORK STATE SOCIETY OF PROFESSIONAL ENGINEERS, INC.

SECTION 2.

This Society shall be incorporated under the Membership Corporation Laws of the State of New York.

SECTION 3.

This Society is a Charter Member State Society of the National Society of Professional Engineers.

ARTICLE II - MEMBERSHIP

SECTION 1.

Membership in NYSSPE shall consist of Licensed Member, Member, Student Member and Sustaining Member who shall abide by the Constitution and Bylaws and the Code of Ethics and who shall be subject to election, discipline, suspension or termination as provided in the Constitution and Bylaws.

SECTION 2.

All members other than Student Members and Sustaining Members shall have voting privileges in NYSSPE. Only Licensed Members may hold elected offices.

SECTION 3.

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 a province, or territory of Canada; or the equivalent under the laws of any country, or a retired engineer who obtained and retained a valid license or certificate while in active practice in the profession until retirement.

Member – A Member shall be defined as a person of high moral character who is:

- (a) A certified engineer-in-training (Engineering Intern), or the equivalent under the laws of any country, or
- (b) A graduate engineer – A graduate engineer is one who has graduated from an engineering curriculum accredited by the Accreditation Board for Engineering and Technology (ABET); or has graduated from an engineering curriculum which is accredited by ABET within six years after graduation; or has been awarded a graduate engineering degree from a college or university which has one or more undergraduate engineering curricula accredited by ABET. For a graduate of an engineering curriculum in a foreign country, the applicant shall possess educational background equivalent to that attained from an engineering curriculum accredited by ABET.

A Member shall advance to the Licensed Member grade as soon as eligible by licensure.

Student Member – A Student Member is a person defined as one who is enrolled in a ABET-accredited engineering program or an engineering or pre-engineering program that leads to engineering licensure. A full time graduate student in engineering may choose any grade for which eligible, including Student Member.

Sustaining Member – A Sustaining Membership in the New York State Society of Professional Engineers shall be available to any Corporation (public, private, municipal or non-profit), Professional Corporation, firm or individual doing business in the State of New York and employing members of the New York State Society of Professional Engineers or Professional Engineers eligible for membership in the New York State Society of Professional Engineers. Such Sustaining Members shall not be known as Members, but rather as Sustaining Members, and shall not be privileged to vote or hold office in the Society.

SECTION 4.

A person eligible for membership in any grade except Sustaining Member under this Constitution shall obtain, or retain, membership through NSPE and a chapter, except:

- (a) If the person resided outside the United States, its territories, possessions, or districts; or
- (b) If the chapter where the person resides does not have provisions for the grade or type of qualifications for membership for which that person is eligible.

Individuals that are in categories Sec.4(a) or 4(b) above may join or belong to NYSSPE in an “At-Large” status for the grade of membership for which they are eligible.

When an individual in an “At-Large” category becomes eligible for membership in the chapter of residence, or moves to a chapter where the individual is eligible for membership, then the individual must join the chapter to retain membership in NYSSPE.

SECTION 5.

A member may resign from membership by a written communication to the member’s chapter, or to NYSSPE, or to NSPE Headquarters.

SECTION 6.

A member in good standing may become eligible for Life Member, Retired Member or Fellow Member as provided in the Bylaws.

SECTION 7.

Any current member above the Student Member level holding a grade and not eligible for one of these grades shall be retained in the grade of Member until eligible for another grade of membership.

SECTION 8.

A member may be disciplined by the Society for cause as provided in the Bylaws. In disciplinary matters, the Executive Committee, acting on behalf of the Board, may, where in the Committee’s judgement the circumstances warrant: (a) authorize joint action with other state societies; (b) waive jurisdiction to another state society; or (c) request the assistance of the National Society.

SECTION 9.

Should licensure of a member be revoked for any reason, the person shall automatically cease to be a member of the Society.

ARTICLE III - DUES

SECTION 1.

The annual dues of the Society shall be determined by the Board but shall be not more than

- a. Licensed Member \$150.00
- b. Member* 150.00
- c. Student Member Waived

plus such amount as may be prescribed for membership in the National Society of Professional Engineers.

* Dues for Members who have recently acquired their undergraduate degree shall be given a reduced rate as defined by Bylaw IX-Dues, Life and Retired Membership Section 1.

The above shall be the "Base" maximum dues as of July 1, 2003. Each year thereafter the Board of Directors may authorize an increase to these maximum dues in an amount not to exceed the cost of living increase as measured by the National Consumer Price Index increase or its equivalent over the period from time of previous increase to the date of effect of the proposed increase. Current dues as authorized by the Board shall be published in the Bylaws.

A Sustaining Member shall pay dues as defined in Bylaw IX-Dues, Life and Retired Membership, Section 1.

SECTION 2.

Annual dues are payable on the members anniversary date and shall be collected as provided in the Bylaws. A

member is in good standing if the member's dues are paid by the member's anniversary date. After the member's anniversary date, the member shall be considered delinquent. If dues are still unpaid by the third (3) month following the members anniversary date, the member shall be dropped from the membership rolls and all services shall be discontinued.

SECTION 3.

A member dropped from the rolls as delinquent for the current year may be reinstated between March 31st and December 31st by payment of current year's dues without a break in membership. Reinstatement in following years may be made by payment of the full amount under the current dues structure as set forth in Bylaw IX, Section 1 for that year with a break in membership noted. Payment of dues for past years unpaid at their current rates will allow for continuous membership.

SECTION 4.

It shall be the duty of a chapter to transfer a member to another chapter upon request of the member and upon consent of the other chapter, provided that the member has paid dues for the current calendar year. The transfer shall be considered complete upon notification to State Headquarters and transfer of the member's record to the newly chosen chapter.

ARTICLE IV - CHAPTERS

SECTION 1.

The Board may authorize and charter one chapter in each county, or where expedient, one chapter in two or more contiguous counties and in addition may charter a student chapter or chapters in accordance with Section 8.

SECTION 2.

The written petition of ten professional engineers residing or practicing within any one county, or two or more contiguous counties, shall be sufficient to permit the granting of a charter.

SECTION 3.

Two or more chapters may merge into one and may be granted a charter, provided that a majority of the membership of each chapter so petition. Upon issuance of the new charter, the separate charters of the merged chapters shall be surrendered to the Society.

SECTION 4.

A chapter that comprises two or more contiguous counties may divide into two or more separate and distinct chapters to which charters may be granted, provided that a majority of the members thereof, residing or practicing in a county desiring a separate charter, so petition. Such majority, however, shall number not less than ten, nor shall any chapter resulting from such separation consist of less than ten members. The charter of the combined county chapter shall be surrendered to the Society upon issuance of separate charters.

SECTION 5.

Petitioners shall submit a copy of the proposed chapter constitution and bylaws with their petition to the Board. Each chapter chartered by the Board shall adopt such constitution and bylaws for its internal government as it may determine; provided, however, that nothing therein shall conflict with or contravene the Constitution and Bylaws or policies of the Society. Constitutions of newly formed chapters shall not become effective until approved by the Board. Amendments to existing chapter constitutions shall not become effective until approved by the Executive Committee. Copies of Chapter Bylaws and all changes thereto shall be filed at the Society's Headquarters not later than the date they are to become effective within the chapter and shall be subject to review and possible action by the Executive Committee.

SECTION 6.

Chapters may engage in such activities as are consistent with professional ideals and ethics and as are

conducive to public welfare. Chapter activities shall be restricted to the county or counties in which the chapter is located, or where several chapters may desire to cooperate, to the several counties wherein they are located and shall be subject to review as to propriety, by the Board.

SECTION 7.

Chapters may fix such chapter dues as they shall determine necessary for their chapter activities and administration, as provided in the respective chapter constitution and bylaws. It shall be the duty of each chapter to transmit to the Society's Headquarters all changes in officers, dues and membership records as they occur, all newsletters and meeting notices, and an annual report of activities.

SECTION 8.

A Student Chapter may be established at any college or school of engineering, registered by the State Education Department as maintaining satisfactory standards, for the purpose of providing a program of professional development and orientation of the engineering students. Student chapters may be chartered by the Board upon receipt of a petition signed by at least ten engineering students and stating that they are prepared to organize a student chapter in accordance with the requirements of the National Society of Professional Engineers and to support the aims, objectives and constitution of the NYSSPE. The charter of a student chapter may be rescinded by the Board whenever, in its opinion, a student chapter fails to support this constitution.

SECTION 9.

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

ARTICLE V – INTEREST GROUPS

SECTION 1.

The State Society, to further its constitutional objectives, may authorize the establishment of Interest Groups. The accreditation or the dissolution of Interest Groups shall be the responsibility of the Board in compliance with the provisions of the Bylaws.

ARTICLE VI - HEADQUARTERS

SECTION 1.

The principal office shall be located in such city or town of the state as may be selected by the Board and shall be designated as State Headquarters.

ARTICLE VII - OFFICERS AND DIRECTORS

SECTION 1.

The officers of the Society shall be a President, President-Elect, Vice Presidents, a Treasurer, and an Assistant Treasurer. The President-Elect elected biannually shall, after serving a two year term as President-Elect, automatically become President for a term of two years. The President-Elect, after serving his or her two year term as President, shall automatically become Past-President for a term of two years.

SECTION 2.

There shall be six Area Vice Presidents, one from each of the six geographical areas of the state as defined in the Bylaws. Each Area Vice President shall be elected for a two (2) year term, but none shall serve longer than three (3) consecutive elected terms with Areas 1, 3 and 5 to be elected in the odd numbered years and Areas 2, 4 and 6 in the even numbered years.

SECTION 3.

The Treasurer and Assistant Treasurer shall be elected in even numbered years for a two (2) year term, and shall serve no longer than three (3) consecutive elected terms.

The Assistant Treasurer or Treasurer shall live within easy commuting distance of State Headquarters and shall fulfill such duties of the Treasurer as assigned by the Administration and Executive Committees.

SECTION 4.

The officers shall be elected by March 1st of each officer's respective election year, and their terms of office shall commence on the first of July next succeeding their election. They shall hold office for their respective terms or until their successors have been duly elected and qualified.

SECTION 5.

Interest Group Chairs shall be elected in accordance with NYSSPE Bylaws, two (2) of which shall be Vice Presidents of the Society. The Interest Group Vice Presidents shall be selected from amongst the Interest Group Chairs, by the Interest Group Chairs in odd numbered years for a two (2) year term, but none shall serve more than three (3) consecutive elected terms.

SECTION 6.

In addition to the duly elected Officers and two immediate Past Presidents, the directors of the Society shall be chosen by the chapters on the basis of the number of members in each chapter. One director shall be chosen for each 100 members or major fraction thereof with a minimum of one director for each chapter. The directors shall represent the members at all meetings of the Society.

ARTICLE VIII - NOMINATIONS AND ELECTIONS

SECTION 1.

There shall be a Nominating Committee consisting of the three (3) most recent NYSSPE Past Presidents, one of which will be the Chair and one member elected from each geographical area of the State as defined in the Bylaws. The Chair and members of the Committee shall be elected by the Board of Directors of the Society at the same time as the officers. The Chair shall be elected from the three most recent living past presidents, all three names appearing on the Annual Ballot in order of juniority. If the elected Chair cannot serve, the order of succession shall be according to the plurality of votes received in the election. No officer as defined in Article VII of this Constitution shall be eligible for membership on this Committee. The Committee shall not nominate one of its members for an office or for the Nominating Committee except that one member of the Committee may be re-nominated for the purpose of continuity. The Nominating Committee shall serve for the administrative year and shall prepare a list of nominees for officers scheduled for election during such year and for members of the Nominating Committee. This list shall contain no more than one nominee for each position.

SECTION 2.

Nominations other than those of the Nominating Committee shall be supported by the written petition of one hundred or more members in good standing and eligible to vote, representing at least three chapters. The original copy of each page of such petition shall be delivered inside State Headquarters no later than 4:30 P.M. on January 3rd of the calendar year of the election for which the petition is submitted. In the event January 3rd falls on a Saturday, Sunday or holiday observed by the State of New York, the petition shall be due as set forth above on the first working day following January 3rd. Each page of a petition shall contain a statement of its purpose, original signature, printed name and NSPE member number of each signer thereto. A candidate so nominated shall be listed on the Annual Ballot and identified as a candidate by petition.

SECTION 3.

The Nominating Committee shall notify the President by December 1st of the names of candidates selected, and each chapter shall be notified of such names no later than December 15th. The candidates selected by the Nominating Committee as well as by petition shall be published to the membership. Following these notifications all candidates shall be presented to the Board of Directors on the Annual Ballot as provided in the Bylaws. The candidates receiving the greatest number of votes for each office shall be declared elected. In the event of a tie, a second ballot vote of just the candidates in the tie will be taken until a majority vote is

achieved.

SECTION 4.

The nomination/election cycle shall be as follows:

Date (Event)	Action
No later than July 1	Call for candidate nominations
By October 25 th	Last day for submission of completed candidate packets for Officer or Nominating Committee Delegates nominations
By Nov 1 st	Qualified candidates submitted to Nominating Committee for recommended nominees
Dec 1 st	Nominating Committee submits recommended nominees to President and PD submit nominees to HQ.
By Dec 15 th	publication of nominees to Membership and chapters
Jan 3 rd	Nominees submitted by petition due to HQ
By Feb 1 st	Ballots go out to Board of Directors
Feb 22 nd	Ballots due at HQ
By Mar 18 th	Tellers Committee reports results to President
By Apr 1 st	Results reported to chapters and membership

SECTION 5.

Interest Group officers shall be nominated and elected as provided in the Bylaws.

SECTION 6.

Upon the death, resignation or removal of the President from office the unexpired term shall be filled by the President-Elect. A vacancy in the office of President-Elect shall be filled by the next regular election. A vacancy occurring in the office of Area Vice President shall be filled by the Board by selection from the membership within the geographical area in which the vacancy occurs. Should a vacancy occur in any other elective office of the Society or in the Nominating Committee, the vacancy for the unexpired term shall be filled by appointment by the Board. A vacancy in the office of Vice President for a Interest Group shall be filled by the duly elected Vice Chair of the respective Interest Group.

SECTION 7.

If a director is nominated and elected an officer, the directorship shall be considered vacant and a new director shall be elected for the unexpired term by the chapter.

SECTION 8.

National Directors shall be selected in accordance with the Bylaws.

ARTICLE IX - ADMINISTRATION

SECTION 1.

The activities and business of the Society shall be carried out by a Board of Directors, herein called the Board, through itself or through the officers and committees of the Society. The Board shall consist of the elected officers, two immediate past-presidents and directors elected or otherwise designated by chapters pursuant to Article VII, Section 6. The activity and business shall be consistent with the objectives of the Society as stated in the preamble to this Constitution and in the certificate of incorporation of the Society. The Board shall have such powers and duties as prescribed by this Constitution and by the laws under which the Society is incorporated.

SECTION 2.

The Board shall direct the investment and care of the funds of the Society, shall make appropriations for

specific purposes, shall appoint such employees as it shall consider necessary to carry out the purposes of the Society and fix their salaries.

SECTION 3.

The Board shall prepare and adopt a series of Bylaws which shall govern all procedures under this Constitution, including those of the Board and of the committees. Such Bylaws shall be adopted or may be amended by a concurring vote of not less than a majority of the Board, provided that the text of a proposed Bylaw or amendment shall be furnished to each member of the Board at least fourteen days before the meeting at which a vote on the proposed Bylaws or amendment will be taken. The Bylaws shall be published with this Constitution.

SECTION 4.

There shall be an Executive Committee of the Board consisting of the President, President-Elect, Vice Presidents, the Treasurer, Assistant Treasurer, and a Member-at-Large selected as provided for in the Bylaws. The Board may delegate to the Executive Committee such of its powers and duties as it may determine, and any actions taken by the Executive Committee in conformity with such delegated powers and duties shall have the full force and effect of actions by the Board itself.

SECTION 5.

There shall be a Board of Trustees composed of all past presidents of the Society. The Board of Trustees shall elect its own chair. It shall consider and report upon such matters as may be referred to them for special consideration by the President or by the Board and shall report their findings and recommendations.

SECTION 6.

An officer may be removed from office by the Board for failure to carry out the duties of office. The Board shall hold a special meeting in closed session to consider the case. The officer shall hear the charges, present a defense and be present during the deliberations of the Board. A secret ballot shall be cast, and an affirmative vote by two-thirds of the total membership of the Board shall be required for removal.

SECTION 7.

The Board shall be required to vote on proposed amendments to this Constitution as provided for in Article XII, Section 1 of this Constitution.

SECTION 8.

The Board shall hear appeals in disciplinary matters as provided in the Bylaws.

ARTICLE X - DUTIES OF OFFICERS

SECTION 1.

The President shall preside at all meetings of the Society, of the Board and of the Executive Committee. The President shall be, ex officio, a member of all committees except the Executive and Nominating Committees and shall conduct the business of the Society under the direction of the Board.

SECTION 2.

In the absence of the President, the President-Elect or one of the Vice Presidents, in order of succession as provided in the Bylaws, shall perform all the President's duties.

SECTION 3.

The President-Elect shall perform such duties as assigned by the President, the Executive Committee or the Board. The President-Elect shall make preliminary plans and preparations in order to be able to serve as President in the most efficient manner.

SECTION 4.

The Treasurer shall serve as Chair of the Administration Committee and oversee the income and expenditures

of the Society. The Treasurer shall report on the financial condition of the Society to the Executive Committee, the Board of Directors and the membership. To secure the faithful discharge of the duties of this office, the Treasurer shall give such bond as the Board may require; the premium therefore shall be paid out of the Society treasury. At the expiration of the term of office all books, papers, and monies belonging to the Society shall be turned over to the new Treasurer who shall issue a receipt for same.

SECTION 5

The Assistant Treasurer shall serve as a member of the Administrative Committee and as a Chair of the Investment Sub-Committee to oversee the investments of the Society. The Assistant Treasurer shall report on the financial condition of the investments to the Executive Committee, The Board of Directors and the membership. To secure the faithful discharge of the duties of this office, the Treasurer shall give such bond as the Board may require; the premium therefore shall be paid out of the Society treasury. At the expiration of the term of office all books, papers, and monies belonging to the Society shall be turned over to the new Assistant Treasurer who shall issue a receipt for same.

SECTION 6.

Vice Presidents shall coordinate the activities of their respective Chapters and Interest Groups with those of the Society.

SECTION 7.

A Historian shall be appointed by the Board to hold office at the pleasure of the Board. The Historian shall prepare and keep up to date a complete historical record of the Society's aims, activities and accomplishments and keep in close contact with the chapters of the Society, recording accurately the results of their activities and their influence on the profession. The Historian's writings, after approval by the Board, shall be preserved as a permanent record of the Society and shall be turned over in proper condition to the person selected as successor. All records of the historian shall be available to the standing committees of the Society and to the chapters, subject to rules and regulations adopted by the Board.

SECTION 8.

It shall be a primary and continuing duty of the officers and directors of this Society to cause to be instituted and assist in legal action against violators of the Engineering Licensing and/or Registration Laws and Practice Acts of the State of New York.

ARTICLE XI - MEETINGS

SECTION 1.

The Board shall meet in regular or special meetings at such time and place as may be determined by the Board. One meeting shall be designated as the Annual Meeting of the Society. All meetings shall be held in the State of New York.

SECTION 2.

All meetings of the Board except special closed meetings shall be open to all members of the Society. Members other than the Board shall be accorded floor privileges at the discretion of the Chair.

SECTION 3.

Voting representation at all Board meetings shall be on the basis of one vote for each member of the Board, and each member must be present to vote.

SECTION 4.

The following shall constitute a quorum of the Board: For all business prescribed by statute for a Board of Directors - a majority of such larger number as the statute may require; for expulsion of members - two-thirds of the Board; for all other business - one-third of the Board.

SECTION 5.

Any matter brought before the Board may be referred to the membership for a letter ballot by a motion duly enacted by the Board. The letter ballot shall be conducted as described in the Bylaws.

SECTION 6.

Robert's Rules of Order (most current edition) shall govern the procedure at meetings of the Society and of the Board, when not in conflict with the Constitution and Bylaws.

ARTICLE XII - AMENDMENTS

SECTION 1.

Amendments to this Constitution may be proposed by means of a petition signed by not less than one hundred members in good standing and eligible to vote, representing at least three chapters, or by means of a resolution adopted by the Board. A petition for amendment shall be received at Society Headquarters at any time. Constitutional Amendments so proposed shall be presented for action by the Board of Directors by Ballot as provided in the Bylaws. If two-thirds or more of the Board declare themselves in favor of the proposed amendment(s) the same shall become part of this Constitution.

SECTION 2.

Amendments shall take effect on the first day of the month succeeding their adoption, but officers and officers-elect at the time any amendment becomes effective shall continue in office until the end of the terms for which they were elected.

SECTION 3.

Without changing their import, the Board may number or re-number the various sections of this Constitution.

ARTICLE XIII - DISSOLUTION

SECTION 1.

This organization may be dissolved in accordance with Article Ten of the Not-for-Profit Corporation Law of New York State.

BYLAWS

BYLAW I - FISCAL AND ADMINISTRATIVE YEAR

SECTION 1.

The fiscal year of the Society shall be from July 1st to June 30th.

SECTION 2.

The administrative year of the Society shall be from July 1st to June 30th.

BYLAW II - ORDER OF BUSINESS

SECTION 1.

The order of business for Board meetings shall be:

1. Roll call of officers and directors
2. Reading of minutes
3. Reading of communications
4. Report of Executive Committee
5. Reports of officers and executive director
6. Reports of committees
7. Report of tellers and introduction of newly elected officers (annual meetings only)
8. Unfinished business
9. New business
10. Adjournment

SECTION 2.

The order of business for special meetings shall be set forth in the notice of the meetings.

SECTION 3.

The order of business for committee meetings shall be determined by each committee chair.

BYLAW III - GEOGRAPHICAL AREAS

SECTION 1.

The geographical areas from each of which one vice president is to be chosen, as required in Section 2 of Article VII of the Constitution, shall contain the following counties:

- Area 1 - Long Island Region: Nassau, Suffolk
- Area 2 - New York City Region: Bronx, Kings, New York, Queens, Richmond
- Area 3 - Mid-Hudson Region: Dutchess, Putnam, Orange, Rockland, Sullivan, Ulster, Westchester
- Area 4 - Northeast Region: Albany, Clinton, Columbia, Essex, Franklin, Fulton, Greene, Hamilton, Montgomery, Rensselaer, Saratoga, Schenectady, Schoharie, St.Lawrence, Warren, Washington
- Area 5 - Central New York Region: Broome, Cayuga, Chenango, Cortland, Delaware, Herkimer, Jefferson, Lewis, Madison, Oneida, Onondaga, Otsego, Tioga, Tompkins
- Area 6 - Western New York Region: Allegany, Cattaraugus, Chautauqua, Chemung, Erie, Genesee, Livingston, Monroe, Niagara, Ontario, Orleans, Schuyler, Seneca, Steuben, Wayne, Wyoming, Yates

BYLAW IV - COMMITTEES

SECTION 1.

Standing Committees of the Society shall be the following:

Administration - concerned with the management of the Society to include such areas as budget development and control, investment of funds, financial development and related administrative matters.

Constitution & Bylaws (C&B) – concerned with the annual review and update of the current Constitution and Bylaws and other governing documents of the society.

Headquarters Liaison - concerned with functions and activities primarily conducted at the Headquarters of the Society with direct involvement of staff to include such areas as publications, chapter development, ballot production and tabulation as provided in Bylaw XII and Articles VIII and XII of the Constitution.

Legislative & Government Affairs (L&GA) - concerned with all legislative and government matters affecting the profession.

Membership - concerned with the quantity and quality of Society membership to include such areas as membership promotion, retention and qualifications.

Nominating - concerned with nominations for elected positions as prescribed in Article VIII of the Constitution; selection of recipients for established State Society awards; and nominations for awards of the National Society or other organizations.

Pre-Licensure Training and Education – concerned with the development, education and training of future licensed Professional Engineers through programs including pre-college guidance, college student activities, career preparation, job seeking skills, career preparation, FE Exam Prep Courses, PE Exam Review Courses and other programs for those on the PE Career track from high school juniors through licensure.

Professional Compliance - concerned with the ethical and lawful practice of engineering.

Strategic Planning - concerned with the planning and future direction of the Society to include such areas as long range goals, Constitution and Bylaws and resolutions, and shall be responsible for working in concert with the current President regarding the maintenance and continuous monitoring of the Strategic Plan and shall report to the Executive Committee, verbally and in writing, findings and recommendations at each scheduled meeting of the Executive Committee and the Board of Directors.

Public Relations - concerned with creating greater awareness and recognition of the engineering profession and engineering achievements, and with promoting awareness and pursuit of engineering as a career among elementary and secondary students.

Voluntary Legal Fund - concerned with fair and equitable treatment of professional engineers and the protection of the rights of professional engineers.

Young Engineers Advisory - concerned with creating a forum for young engineers age 35 or younger to provide input on issues of importance and concern to young engineers

SECTION 2.

Each Standing Committee, with the exception of the Administration, Nominating, Strategic Planning and Voluntary Legal Fund Committees, shall consist of members who shall be appointed annually by the President, who shall also designate the Chair of each Committee.

SECTION 3.

Composition and appointment of the Administration, Nominating, Strategic Planning and Voluntary Legal Fund Committees shall be as follows:

- (a) The Administration Committee shall consist of the current Treasurer, President-Elect and Assistant Treasurer; the Executive Director shall be an ex-officio member. Additional members may be appointed as necessary and/or desirable.

- (b) The Nominating Committee shall serve as elected and provided for in Article VIII of the Constitution.
- (c) The Strategic Planning Committee shall consist of the President-Elect, who shall serve as Chair, the President-Elect nominee, the senior Area Vice President, the Treasurer and one Interest Group Representative, to be selected by the President of the State Society; the Executive Director shall be an ex-officio member. Additional members may be appointed as necessary and/or desirable.
- (d) The Voluntary Legal Fund Committee shall consist of six (6) members selected from NYSSPE Trustees. They shall be appointed by the Executive Committee and serve three (3) year staggered terms. The President shall designate one of the six (6) Committee Members as Chair.

SECTION 4.

Ad Hoc Committees may be appointed by, and serve at the pleasure of, the President for such special purposes as may be deemed advisable and shall expire at the end of the administrative year in which appointed unless re-appointed by the succeeding President.

SECTION 5.

The President shall serve as an ex-officio member of all Standing and Ad Hoc Committees except the Nominating Committee.

SECTION 6.

Specific charges to all committees shall be in consonance with the goals, objectives and established priorities of the Society.

SECTION 7.

Each Committee shall report in writing the status of projects or programs for which it is responsible at each meeting of the Board and more frequently if requested.

SECTION 8.

No Committee shall obligate the Society financially or otherwise without prior authorization.

BYLAW V - EXECUTIVE COMMITTEE

SECTION 1.

At the organization meeting, the President shall appoint the Member-at-Large of the Executive Committee, who shall be selected from the Past Presidents in order of juniority, and shall declare the order of succession of the Vice Presidents for the following administrative year, as determined by the Executive Director in accordance with their seniority: first, on the Executive Committee; and, second, in the Society.

SECTION 2.

The Executive Committee shall meet not less than four (4) times a year at a time and place selected by the Committee. Special meetings of the Committee shall take place at the call of the President or upon written request of two (2) members of the committee.

SECTION 3.

A majority of the Executive Committee, one of whom shall be either the President or the President-Elect, shall constitute a quorum for the transaction of business.

SECTION 4.

The President, or in the absence of the President, the President-Elect shall report to the Board at its regular meetings all actions taken by the Executive Committee and all recommendations which it may desire to make for action by the Board.

SECTION 5.

The Executive Committee shall have supervision of the financial affairs of the Society. It shall make recommendations to the Board regarding the investment of monies and all specific appropriations. The Treasurer, Assistant Treasurer, or other signatory designated by the Board of Directors at the Organizational Meeting is authorized to make payment for all items included in the current budget as approved by the Board of Directors at the Annual Meeting. All other expenditures on behalf of the Society are subject to the approval of the Board of Directors or the Executive Committee acting on behalf of the Board as provided in these

Bylaws. It shall cause to be prepared for the information of the Board a statement each year to June 30th showing the financial condition of the Society and shall submit to the Board at the annual meeting each year a budget of estimated receipts and expenditures for the coming year. It shall cause the financial records of the Society to be reviewed by a CPA of the Board of Directors choosing as determined by the annual ballot at the close of each fiscal year.

SECTION 6.

The Executive Committee shall be responsible for the annual review, preparation and implementation, and continuous maintenance and monitoring of a Strategic Plan which shall be printed and distributed prior to the start of each administrative year.

SECTION 7.

The Executive Committee shall have general supervision of the arrangements, furnishings and maintenance of State Headquarters and the expenses thereof, including the selection and leasing of suitable quarters and the engaging of office personnel.

SECTION 8.

The Executive Committee shall exercise any powers and duties of the Board if so authorized by the Board in accordance with Article IX, Section 4 of the Constitution. In addition, the Executive Committee may exercise any of the powers of the Board in an emergency which may arise between meetings of the Board and which, in the judgment of the majority of the committee, requires immediate action.

BYLAW VI – HOUSE OF DELEGATES REPRESENTATIVE

SECTION 1.

The NYSSPE House of Delegates representative shall be selected by the NYSSPE board of Trustees (Past Presidents) from among NYSSPE Past Presidents to serve a term as defined in NSPE Bylaw 13. The recommendation by the Trustees shall be confirmed by the Executive Committee. Such seated House of Delegates representatives shall exercise the full voting strength assigned by NSPE to the State Society by casting the state ballot in accordance with the expressed desires of the NYSSPE board where known or, where not known, casting the ballot in the best interests of NYSSPE and NSPE.

BYLAW VII - PUBLICATION

SECTION 1.

The Society shall publish an official periodical to be known as the NEW YORK PROFESSIONAL ENGINEER. Advertising space shall be sold to offset the expense of publishing. The basic purpose of the publications shall be to provide official notices and statements of the Society and to provide a common means of communication to, from and between all members of the Society. The Headquarters Liaison Committee shall have general direction of the publication. The Board shall approve the extent of distribution of the publication.

BYLAW VIII - MEETINGS

SECTION 1.

An Annual Meeting of the Society shall be held on a date and at a place to be determined by the Board.

SECTION 2.

The Board shall meet at least two times a year at times and places to be determined by the Board. One meeting shall be concurrent with the annual meeting of the Society. Notice of the meetings shall be sent to all members of the Society at least fourteen days prior to the meetings.

SECTION 3.

Directors shall be certified by their chapter for each Board meeting and the number of Directors shall be based on the NSPE membership record of members in good standing as of the previous June 30th for the Fall Meeting and the previous December 31st for the Annual Meeting. Alternate Directors may also be certified to serve as required. In the event of a challenge, the President shall appoint a Credentials Committee of three members at the meeting to review certifications.

SECTION 4.

Special meetings of the Board shall be called by the President, upon written request of 20% of the Directors or

upon a petition signed by 100 or more members, duly received and verified at Headquarters and transmitted to the President. The meeting shall be called within 30 days after day of receipt of such request or petition. At such special meeting, the business is limited to matters listed in the notice of the meeting. At such special meeting, any member has the right to be recognized and speak on the business before the meeting. Notice of the special meeting shall be sent to all members of the Board at least 14 days prior to the meeting.

SECTION 5.

An Organization Meeting shall take place as soon as possible after the conclusion of the Annual Meeting. For the purposes of the organization meeting, the newly elected officers and Directors shall be considered as holding office. Any action by the new Board at the Organization Meeting shall not take effect until July 1st.

BYLAW IX - DUES, LIFE AND RETIRED MEMBERSHIP

SECTION 1.

Annual dues to the Society shall be within the limits set in Article III of the Constitution. Schedule of dues based on increase in base maximum dues as of July 1, 2003 is as follows:

<u>Class of Member</u>	<u>Chapter Dues</u>		<u>NYSSPE Dues</u>	<u>NSPE Dues</u>
	<u>Routine Uniform</u>	<u>Non-Routine</u>		
Licensed Member	\$25.00	*	\$189.00	**
Member ***	\$25.00	*	\$189.00	**
Student Member	\$5.00	*	Waived	**

*Determined by each chapter

**Determined by National Society of Professional Engineers

*** Dues for members who have recently acquired their undergraduate degree will be at a reduced rate in accordance with the NSPE Graduated Dues Program.

All NYSSPE membership dues above the student member grade, and excluding sustaining membership, include a contribution as determined by the Board of Directors, to be allocated to NYPE-PAC or the NYSSPE Operating Fund if the member does not wish to contribute to the NYPE-PAC.

Routine State and Chapter Unified dues shall be defined as those amounts determined by the NYSSPE Board of Directors. All non-routine State dues shall be collected by the State Society. Chapters shall set their own total dues amounts in accordance with Article IV, Section 7 of the Constitution. Any difference between the total chapter dues and the Routine Uniform chapter dues collected shall be defined as Non-Routine Dues. A chapter may choose not to charge Non-Routine dues. Any difference between Routine Uniform and Non-Routine Chapter dues shall be collected or refunded to the individual members by the chapter.

All routine renewals/dues shall be collected by the National Society. Procedures for collection shall be as recommended by the Executive Committee and approved by the Board. Routine dues received by the State Society for chapters shall be transmitted to chapters monthly.

All dues and Student Memberships include a subscription to the official publication of the Society.

Sustaining Membership dues shall be collected by the State Society and based on the following benefit package categories: \$300 Silver, \$500 Gold, and \$1,000 Platinum. Benefits for each category shall be determined annually by the Board of Directors.

SECTION 2.

The Board may approve alternative dues schedules and amounts for special recruitment programs.

SECTION 3.

A member shall become eligible for Life Membership with waiver of dues if the person has been a continuous member for a period of 40 years and is at least 65 years of age.

Application for Life Membership may be made personally, by the member's chapter, or by the member's state society.

SECTION 4.

A member shall become eligible for Retired Membership if the member has been a continuous member for a period of 25 years, is at least 65 years of ages and has retired from active practice. For those purposes, active practice shall mean providing engineering consultation totaling more than 300 hours in a given calendar year. One-half dues shall be paid annually until Life Membership requirements are met.

Applications to NSPE for Retired Membership shall be made by the member's state society.

SECTION 5.

Those members who were within five (5) years of eligibility for either life or retired member prior to the adoption of the amendment of Bylaw IX adopted in November 2008, shall be “grandfathered”, and be granted life or retired member status as set in the bylaw prior to amendment.

SECTION 6.

A member may be nominated for Fellow Member by submittal of the NSPE Letter of Endorsement by NYSSPE, signed by the President and approved by the Board of Directors. The selection of Fellow Member(s) shall be as defined in the NSPE Constitution and Bylaws. A member designated as Fellow Member by NSPE will automatically be granted NYSSPE Fellow Member Status.

SECTION 7.

Dues may be waived for a period of one year in hardship circumstances, including unemployment. Application for such waiver shall be approved by the NYSSPE Membership Committee.

SECTION 8.

After ten years of continuous membership, a written application for waiver of dues because of disability of a total and permanent nature may be made by a member. After five years of continuous membership, a member may apply for a waiver of one-half dues for the same reason. Such application shall be subject to approval by the member's chapter and final approval by the Board.

BYLAW X - DISCIPLINE

SECTION 1.

Charges or complaints of alleged violations of the Code of Ethics or of laws and regulations governing the profession may be filed in writing by anyone having factual knowledge of the matters; charges concerning the Constitution and Bylaws shall be filed by a member in good standing. Each member is responsible to render written reports of factual knowledge of alleged violations of the Code of Ethics. Such charges may be filed with Society Headquarters or with the Chair of the Professional Compliance Committee of the Society or a Chapter Ethics Committee.

SECTION 2.

If in the opinion of the Professional Compliance Committee an initial informal investigation appears desirable, the appropriate Chapter Ethics Committee will be requested to conduct such informal investigation.

SECTION 3.

Hearings will be conducted by the Executive Committee, and the Executive Committee shall render a decision in the matter.

SECTION 4.

The accused shall have the right to appeal the decision to the Board of Directors, in which case the Executive Committee members who sat earlier shall not participate in the appeal proceedings.

SECTION 5.

A two-thirds vote of the Executive Committee, or the Board in an appeal, shall be necessary to a finding sustaining a charge or charges. Thereafter the penalty shall be determined by a majority vote.

SECTION 6.

Disciplinary action may be taken by the Society against a member who resigns from 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 and may publish its findings.

SECTION 7.

If a professional engineer is charged who is not a member, the accused will be advised of the charges and offered the service of the Society in investigating and adjudicating the charges. If the person charged consents, the case will be handled in the established manner.

SECTION 8.

The person who filed the charges will be notified of the final decision.

SECTION 9.

The Board shall adopt and publish a policy and procedures to govern the handling of such matters. The procedures shall provide for due process, for representation by counsel, for cooperation and exchange of information with and recommendations to the State Registration Board, for recording and disposition of records, for use of advisory counsel by the Society and for cooperation with other state societies and the National Society.

BYLAW XI - EXECUTIVE DIRECTOR

The Board may appoint an Executive Director who shall hold office at the pleasure of the Board and receive such salary as the Board may determine. The Executive Director's duties shall be to effectuate the program of the Society as determined by the Board from time to time. The Executive Director shall keep an accurate record of the proceedings of the Society, conduct correspondence and have custody of all official papers and records of the Society.

In addition the Executive Director shall:

- In the absence of the President and vice presidents, call meetings to order and call for a motion for the election of a president pro tempore.
- Issue all calls and notices as ordered by the President or by the Board.
- Attend all meetings of the Board and such other meetings as the Board shall direct, but shall have no vote.
- Keep the Board and the Society advised of all legislation, both national and state, which may be of interest to the Society.
- Act as liaison officer between the Society and other professional societies.
- Assume other such duties as the President or the Executive Committee may assign.
- Assist the Executive Committee in the discharge of its duties.
- Maintain an up-to-date office procedures manual, concerning details of any nature which will guide the headquarters staff, officers, committees and chapters in their activities and communications.
- At the Annual Meeting of the Society, the Executive Director shall submit a report in writing, covering the duties and activities of this office.

The Executive Committee, from time to time, may authorize the Executive Director to appoint employees. Such appointees shall be under the supervision and direction of the Executive Director. All payroll changes must be approved by the Administration Committee, provided changes are within the current budget. Any changes over and above budget must be approved by the Executive Committee.

At termination, all books, documents and other property of the Society shall be turned over to the President who shall issue a receipt for same.

BYLAW XII - BALLOTS

SECTION 1.

There shall be two types of ballots; Annual and Special.

SECTION 2.

The Annual Ballot shall be for election of officers and, when properly proposed, amendments to the Constitution. Blank spaces shall be provided for write-in candidates. Format and wording shall be approved by the President, President-Elect and Immediate Past President unless such Annual Ballot includes a contested election or a proposed Constitutional Amendment for which a minority report is desired. In either of the latter cases Executive Committee approval of the ballot shall be required. The Annual Ballot shall be sent to each member of the Board of Directors in good standing and eligible to vote no later than February 1st.

To be considered valid, Annual Ballots shall be received at Society Headquarters no later than 4:30 P.M. on February 22nd. If February 22nd is a Saturday, Sunday or a holiday observed by the State of New York, the Annual Ballot shall be due as set forth above on the first working day following February 22nd. Annual Ballots shall be processed by a committee of tellers as described in these Bylaws. The President shall report the results to Chapters by April 1st. The same shall be published to the membership.

SECTION 3.

Special Ballots shall be for proposed amendments to the Constitution not included on the Annual Ballot or for any other purpose deemed appropriate by the Board. Format and wording shall be approved by the President, President-Elect and Immediate Past President unless such Special Ballot includes a proposed Constitutional Amendment or other option for which a minority report is desired, in which case Executive Committee approval shall be required. Special Ballots shall be mailed no later than 30 days following approval to the Board of Directors in good standing and eligible to vote.

To be considered valid, Special Ballots shall be received at Society Headquarters no later than 4:30 P.M. on the 28th day following mailing. If such 28th day is a Saturday, Sunday or holiday observed by the State of New York, Special Ballots shall be due as set forth above on the first working day following such 28th day. Special Ballots shall be processed by a committee of tellers as described in these Bylaws. The President shall report the results to Chapters within 28 days following receipt of the Special Ballots at Society Headquarters.

SECTION 4.

For both Annual Ballots and Special Ballots, a statement shall appear on the face of the publication or envelope in which it is sent indicating that an official ballot is enclosed and indicating the deadline for receipt at Society Headquarters.

SECTION 5.

Following the closing date set for receipt of either Annual Ballots or Special Ballots, ballots shall be handed, unopened, to a committee of tellers appointed by the President and not consisting of a voting Board of Directors member. The tellers shall count the votes and report to the President 14 days before the President must report the results to the Chapters as indicated above.

BYLAW XIII – ELECTRONIC VOTING PROVISIONS AND PROCEDURES

Electronic voting is permitted to expedite the ratification of decisions of NYSSPE, except where specifically prohibited in these Bylaws. It shall be the responsibility of every NYSSPE Officer and State Director to provide NYSSPE Headquarters with an e-mail address for such use, without exception.

It shall be the sole responsibility of the Officer and State Director 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 Executive Director (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 Executive Director (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 XIV – INTEREST GROUPS

SECTION 1.

(Authorization) The Board may authorize and charter state Interest Groups comprising members having common interests to operate under the Constitution and Bylaws of the State Society. The Board shall approve the scope of activities and the sphere of interest of such Group.

SECTION 2.

(Objective) The Interest Group shall be so conducted as to provide effective forums for discussion and united action on the part of the members.

SECTION 3.

(Membership) Participation in any Interest Group at the state level shall be open to all members of the State Society.

SECTION 4.

(Organization)

- (a) **Officers.** The officers of each Interest Group shall consist of a Chair, Vice Chair, and a Secretary. Officers shall be elected by the membership of each Interest Group. The Chair of each Interest Group shall report a slate of officers bi-annually at the Fall Meeting of the Board and submit same to State Society Headquarters no later than December 1st.
- (b) **Duties of Officers.** Officers shall assume the duties usually performed by officers in the same position, subject to rules which may be adopted by the Group and approved by the Board.
- (c) **Executive Committee.** The officers shall constitute the Interest Group Executive Committee. The Interest Group Executive Committee shall maintain contact with similar Interest Groups at the National, State and Chapter levels. It shall conduct the business and activities of the Interest Group during the time between general meetings and shall make the necessary arrangements for the general meetings.

SECTION 5.

(Meetings) Each Interest Group shall hold at least one general meeting each year at the time and place of the Annual Meeting of the State Society. The Interest Group Executive Committee may hold meetings in addition to the annual meeting. Meetings of the Executive Committee shall be open to Interest Group participants.

SECTION 6.

(Funds) Any Interest Group may establish a fund for the purpose of promoting or forwarding its special objectives. The method of securing this fund shall be approved by the Board. The Treasurer of the State Society shall be the custodian of all Interest Group funds and the Interest Group Executive Committee shall

approve all expenditures of these funds.

SECTION 7.

(Minutes) Minutes shall be kept of all meetings of Interest Groups and of their Interest Group Executive Committees and copies thereof shall be filed in the office of the State Society as soon as possible after the close of such meetings. An annual report outlining the Interest Group's activities for the year, including financial statements, officers, etc., shall be made to the Board.

SECTION 8.

(Representatives) The duly elected Chair of two Interest Groups shall be a Vice Presidents of NYSSPE. These Vice Presidents will present and discuss the business of all Interest Groups at meetings of the Board and the Executive Committee under the normal rule of procedure.

SECTION 9.

(Activities) Interest Group activities shall be devoted to matters of professional interest, such as professional development, recognition and status, conditions of employment and mutual welfare. Interest Groups shall not engage in any of the following business activities except as specifically authorized by this Charter or as directed by the Board; namely, finance, membership, organization and publication. State Headquarters shall provide the office services required for operation of the Interest Groups.

SECTION 10.

(Chapter Interest Groups) Interest Groups may be formed at the chapter level, either by some of the members of a chapter or by members drawn from several neighboring chapters, as required for effective operation. The activities of such Groups shall be consistent with the constitutions and policies of the local, state and national societies.

SECTION 11.

(Policies.)

- (a) Programs. All proposed programs or other activities to formulate or to implement existing State Society policy shall be submitted for approval by the Board.
- (b) Coordination. All public statements, recommended policy action or any action affecting other Interest Groups or other segments of the State Society shall be processed or released in accordance with the regular procedure of the State Society.
- (c) Policies. The Board shall adopt without modification, reject or return for further consideration, any recommended policy or statement submitted by any Interest Group.
- (d) Governance. The business of the Interest Groups shall be conducted as outlined in the "Rules of Governance and Operation of the Practice Divisions of the New York State Society of Professional Engineers" as approved by the NYSSPE board of directors November 18, 1995.

SECTION 12.

(Revocation) The Board may dissolve any Interest Group upon the request of that Group or if a Interest Group fails to comply with the Constitution and Bylaws or the policies of the State Society.

BYLAW XV - AMENDMENTS

SECTION 1.

These Bylaws, or any part thereof, may be amended as provided in Article IX, Section 3 of the Constitution or an amendment may be proposed by written petition of not less than 50 voting members in good standing. The petition shall be received at least thirty days prior to the Board meeting at which it is to be considered, and the text of the amendment shall be circulated to all members of the Board at least fourteen days prior to the meeting. A particular section of these Bylaws may be suspended by unanimous consent of the Board present at any meeting for a single stated purpose.

REVISED PER BOARD ACTION:

June 24, 2000

June 15, 2002
June 7, 2003
November 4, 2005
June 9, 2007
June 7, 2008
November 7, 2008
June 12, 2010
Nov 5, 2011 Ratified with 2-22-2012 Annual Ballot
June 6, 2012 BOD
Nov 2, 2013 BOD
Nov 4, 2015 Resolution #01-09/2015