



## **RULES OF GOVERNANCE AND OPERATION**

**of the**

### **Interest Groups**

The New York State Society of Professional Engineers, Inc. shall hereinafter be referred to as NYSSPE, and the NYSSPE Board of Directors shall hereinafter be referred to as the Board. The following Articles are consistent with the Constitution and Bylaws of NYSSPE.

#### **ARTICLE I - NAME**

The name of the NYSSPE Interest Groups shall be determined when chartered by the Board.

The address of the Interest Groups shall be the address of the Headquarters of NYSSPE.

#### **ARTICLE II - AUTHORIZATION**

##### **SECTION 1.**

To further its objectives, the Board may authorize the establishment of Interest Groups. The authorization or dissolution of Interest Groups shall be processed in accordance with the NYSSPE Constitution and Bylaws.

##### **SECTION 2.**

The Board may authorize and charter Interest Groups comprising members having common professional interests to operate under the Constitution and Bylaws of NYSSPE. The Board shall approve the scope of activities and the sphere of interest of such Interest Groups.

##### **SECTION 3.**

In the event of any dispute relative to Interest Groups governance, the NYSSPE Constitution and Bylaws shall take precedence and, in the event of challenge, the NYSSPE Board, or the NYSSPE Executive Committee acting on behalf of the Board, shall have authority to resolve and/or rule on such dispute.

#### **ARTICLE III - OBJECTIVES**

The following objectives are applicable to all Interest Groups, however, specific definition of, applicability to, and means of achievement may vary.

##### **SECTION 1.**

The objectives of the Interest Groups shall be to support the aims of NYSSPE, advance the public welfare, promote the professional, social and economic interest of all Professional Engineers and to encourage the development of a professional attitude among members.

These objectives shall be met by:

- a. Establishing and maintaining high standards of competence and ethical conduct.
- b. Continuing encouragement of licensure of qualified persons as Professional Engineers.

- c. Supporting development of legislative and administrative policies which best serve the public and the profession.
- d. Encouraging participation in community and civic affairs.
- e. Promoting public appreciation of the work and achievements of Professional Engineers.
- f. Advancing the professional development and economic interests of Professional Engineers through sound employment practices.
- g. Providing membership services as appropriate.

To achieve these objectives, Interest Group activities shall provide forums for discussion and united action, and serve as vehicles for communication and discussion with members. All actions shall be based on the premise that professional development is the responsibility of all members working together effectively.

## **ARTICLE IV - FISCAL AND ADMINISTRATIVE YEARS**

### **SECTION 1.**

The Fiscal Year of each Interest Group shall coincide with that of NYSSPE, and shall be from July 1st to June 30th.

### **SECTION 2.**

The Administrative Year of each Interest Group shall coincide with that of NYSSPE, and shall be from July 1st to June 30th.

## **ARTICLE V - MEMBERSHIP**

### **SECTION 1.**

In accordance with the NYSSPE Constitution and Bylaws, participation in any Interest Group shall be open only to NYSSPE Licensed Members, Members or Student Members in good standing and having professional interests in common with the respective Interest Group.

### **SECTION 2.**

The right to hold a Interest Group office shall be limited to Licensed [NYSSPE] Members who have been duly elected.

### **SECTION 3.**

The right to vote at meetings of a Interest Group shall be limited to members of that Interest Group.

### **SECTION 4.**

There will be no mandatory dues collected for Interest Group membership.

## **ARTICLE VI - OFFICERS**

### **SECTION 1.**

Interest Group officers shall include, but are not restricted to: Chair, Vice Chair, and Secretary. The officers shall constitute the Interest Group Executive Committee.

### **SECTION 2.**

The officers shall be elected by the membership of each Interest Group by a bi-annual ballot and shall hold office for a two year term commencing in the odd numbered year. Two Interest Group Chairs, chosen from amongst the elected Chairs, shall serve as the Interest Group Vice Presidents on the NYSSPE Board and Executive Committee for a two year term.

### **SECTION 3.**

a. All officers are eligible for reelection but, with the exception of Secretary, may not serve more than three consecutive elected terms in their respective offices. No person may hold more than one office in any or all NYSSPE Interest Groups at the same time. A vacancy in the office of Chair shall be filled by

the Vice Chair for the remainder of the term. A vacancy in the office of Vice Chair shall be filled by the next regular election. A vacancy in the office of Secretary shall be filled by appointment by the Interest Group Executive Committee for the remainder of the term.

b. The Secretary is eligible for reelection without limitation on tenure.

c. Duties of Interest Group Officers - Officers shall assume the duties normally performed by officers in similar positions, subject to rules which may be adopted by each Interest Group. Suggested duties appear in the APPENDIX to this document.

#### SECTION 4. Nominating Procedure

a. The Interest Group Executive Committee shall recruit and select a slate of officers bi-annually.

b. The Interest Group Executive Committee shall report a proposed slate of officers biannually at the Fall Meeting of the Interest Group. Additional candidates for each office may be nominated by a written petition of 25 or more Members in good standing and eligible to vote, representing at least three Chapters. Such petitions must be submitted consistent with constitutional requirements for other NYSSPE Offices. There shall be a minimum of five Member signatures from each of the three Chapters for each nominee. All nominees submitted shall be NYSSPE Members in good standing.

#### SECTION 5.

Election of Officers. Election of Interest Group Officers shall be by ballot by the Interest Group membership. The election results shall be submitted to NYSSPE Headquarters no later than December 1st of even-numbered years. All NYSSPE election rules and procedures shall apply to the election and declaration of duly elected candidates.

### **ARTICLE VII - MEETINGS**

#### SECTION 1.

Each Interest Group shall hold at least one General Meeting each year in conjunction with the NYSSPE Annual Meeting and shall be announced with NYSSPE Board Meeting notices.

At General Meetings, a quorum shall consist of not less than four Interest Group members; two of whom must be officers. For the purpose of transacting business, decisions shall be made by simple majority vote of those members present.

Meetings of Interest Group Executive Committees may be held at any time by order of the Chairs, and shall be open to all Interest Group Members.

### **ARTICLE VIII - ADMINISTRATION**

#### SECTION 1.

The routine administrative affairs of Interest Groups shall be governed by each Interest Group's Executive Committee.

#### SECTION 2.

Funds necessary for conducting Interest Group business and activities shall be obtained in accordance with the NYSSPE Constitution and Bylaws and financial policies. The NYSSPE Treasurer shall be custodian of all Interest Group Escrow Funds. Each Interest Group Executive Committee shall approve expenditure of their respective funds and record in meeting minutes.

Escrow Funds:

Separate Escrow Funds have been established for each Interest Group. These funds may include monies received from appropriations from the Operating Fund, Voluntary contributions, and other income-generating activities that the Interest Groups may undertake. Expenses incurred through special programs or activities (special mailings, travel, etc.) are charged to these funds. A Financial Summary of activity within the funds is prepared on a quarterly basis and included as part of the regular NYSSPE Financial Statements. Interest earned from any monies in Interest Group Escrow Funds is credited to the NYSSPE Operating Fund to help cover costs associated with the administration of the Escrow Funds.

### SECTION 3.

Minutes shall be kept of all General and Executive Committee Meetings of Interest Groups. Copies of such Minutes shall be submitted to NYSSPE Headquarters within 60 days of the close of such meetings. An Annual Report outlining each Interest Group's activities for the year, including reports of officers and committees, major objectives and proposed activities for the coming year, shall be made to the NYSSPE Board of Directors at its Annual Meeting.

### SECTION 4.

All Interest Groups shall cooperate with other NYSSPE Interest Groups, NYSSPE Committees, Officers and Chapters to most effectively advance the interests of the entire engineering profession.

### SECTION 5.

Interest Groups may employ such persons or consultants as may be required to achieve their objectives, subject to the approval of the NYSSPE Executive Committee.

### SECTION 6.

These Rules of Governance and Operation may be supplemented by adoption of Specific Interest Group Operating Procedures. Such procedures shall not be in conflict with NYSSPE policies and procedures, or with these Rules of Governance and Operation.

## **ARTICLE IX - REPRESENTATION**

### SECTION 1.

Two duly elected Chairs from the Interest Groups shall also serve as Vice Presidents of NYSSPE and are voting members of the NYSSPE Executive Committee and Board of Directors.

### SECTION 2.

Interest Group Chairs or their designees shall serve as NYSSPE's National Governors to the NSPE Interest Groups' Boards of Governors Meetings and represent NYSSPE in all matters pertaining to the Interest Group.

## **ARTICLE X - PARLIMENTARY AUTHORITY**

The rules contained in the current edition of Roberts Rules of Order (Newly Revised) shall govern Interest Groups in all cases to which they are applicable, and in which they are not inconsistent with these Rules of Governance and Operation.

## **ARTICLE XI - AMENDMENTS**

### SECTION 1.

These Rules of Governance and Operation are intended to provide consistent guidance for all NYSSPE Interest Groups.

### SECTION 2.

Proposed amendments to these Rules of Governance and Operation shall be submitted by the proposing Interest Group to the other Interest Groups for review and comment prior to submission to the NYSSPE Board of Directors for final approval. Such submissions to the other Interest Groups shall

be accompanied with explanation(s) for the recommended amendment(s) and a request for concurrence. Submission of proposed amendments to the NYSSPE Board of Directors shall include a synopsis of responses from all Interest Groups.

### SECTION 3.

These Rules of Governance and Operation shall be automatically amended for consistency with any amendments to the NYSSPE Constitution and Bylaws or NYSSPE Policies which affect Interest Groups without resubmission to and formal action by the NYSSPE Board of Directors.

## ARTICLE XII - COMMITTEES

Committees may be appointed as Interest Group Chair or Executive Committee deem necessary to conduct the affairs of the Interest Groups.

## ARTICLE XIII - CHAPTER PRACTICE SUBDIVISIONS

Chapter 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 Chapter Interest Groups shall be consistent with these Rules of Governance and Operation, and the NYSSPE Constitution and Bylaws policies and procedures.

## ARTICLE XIV - REVOCATION

The Board may dissolve any Interest Group upon the request of such Interest Group, or if a Interest Group fails to comply with these Rules of Governance and Operations, the Constitution and Bylaws or the policies of NYSSPE.

APPROVED BY NYSSPE BOARD OF DIRECTORS NOVEMBER 18, 1995

Amended: 2/27/2002 Executive Board under Article XI Section 3

Amended: 11/7/2008 Board of Directors under Article XIV.

Amended: 3/27/2012 Executive Board under Article XI Section 3

## APPENDIX

### A. SUGGESTED POSITION DESCRIPTION OF THE INTEREST GROUP CHAIR

#### GENERAL:

The Interest Group Chair is the chief executive officer and as such has primary responsibility for the administration and financial affairs of the Interest Group. The Chairs basic functions involve the planning, execution, evaluation and improvement of programs that are of merit to the Interest Group and address the interests of the members of that Interest Group, based on the advice and consent of the NYSSPE Board of Directors. The Chair strives to assure that Interest Group programs not only address the needs of the membership of the Interest Group, but that they also serve NYSSPE-designated priority objectives.

#### DUTIES AND RESPONSIBILITIES:

Within the Interest Group:

1. Serve as the chief executive officer of the Interest Group and supervise and coordinate all business, affairs and activities of the Interest Group.
2. Preside at all Interest Group General Meetings and all Interest Group Executive Committee meetings.
3. Appoint and coordinate the work of Committees necessary for the development and functioning of the Interest Group.

4. Maintain budgetary control over the affairs of the Interest Group, insuring that programs and activities stay within the allotted budgetary amounts and monitor financial affairs to assure that the is operated within its overall budgetary allotment as defined by the Interest Group's Escrow Fund.
5. Evaluate and continuously improve activities to insure compatibility with the Interest Group's long-range planning and with NYSSPE policy.
6. Assure that names of elected Interest Group Officers are submitted to NYSSPE Headquarters by December 1st in even-numbered years.

Within NYSSPE:

1. The two elected Interest Group Chairs selected from amongst the Interest Groups shall serve as a Vice Presidents of the NYSSPE Executive committee and Board of Directors.
2. Support and implement NYSSPE programs and policies. Report the activities of the Interest Group and present items of business from the Interest Group that require Executive Committee and, if necessary, Board of Directors approval. Ensure that Interest Group programs are in accordance with NYSSPE policies and priorities.
3. If unable to attend an NYSSPE Executive Committee meeting or a Board of Directors meeting, the Chair may appoint another Interest Group officer to attend. Such other officer shall not have voting privileges.
5. Submit written report for Semiannual Meetings of the NYSSPE Board of Directors.

Within NSPE:

1. The Interest Group Chair or the Chair's designee shall serve as the New York State National Governor to the NSPE Interest Groups' Board of Governors Meetings and represent the state in all matters pertaining to the state Interest Group.
2. If unable to attend an NSPE Board of Governors meeting, the Chair must appoint a representative to attend the meeting with full voting privileges.

**B. SUGGESTED POSITION DESCRIPTION OF THE INTEREST GROUP VICE CHAIR**

GENERAL:

Performs those duties assigned by the Chair. Be prepared at any time to act in the absence or disability of the Chair. Succeed the Chair should the office be vacated other than by expiration of term of office.

DUTIES AND RESPONSIBILITIES:

1. Attend all Interest Group Executive Committee and General Membership Meetings.
2. Participate in the policy and decision-making process of the Interest Group Executive Committee.
3. Serve as a member of assigned committees.
4. Report to the Interest Group Executive Committee on Programs/Projects and committee activities, progress, needs and items that require coordination or Executive Committee action.
5. Determine seminars which would be of interest to Interest Group members and recommend topics and locations for such seminars.
6. Generally be prepared to substitute for the Interest Group Chair at his/her respective functions and meetings in the event the Chair is unable to fulfill the role. This could include NSPE Interest Group Board of Governors meetings, NYSSPE Executive Board meetings, and Interest Group General and Executive Committee meetings.

**C. SUGGESTED POSITION DESCRIPTION OF THE INTEREST GROUP SECRETARY**

GENERAL:

The individual holding the position of Interest Group Secretary is responsible for accurately recording the proceedings of the Interest Group Executive Committee and General Membership meetings. The Secretary may also be called upon to represent the Interest Group as an official representative of the group.

## DUTIES AND RESPONSIBILITIES:

1. Attend all Interest Group Executive Committee and General Membership Meetings.
2. Participate in the policy and decision-making process of the Executive Committee.
3. Record minutes of all meetings of the Executive Committee and general meetings of the Interest Group.
4. File minutes with NYSSPE Headquarters within 60 days for distribution and archiving.
5. Serve as a member of assigned committees.
6. Be prepared to substitute for the Chair or Vice Chair at their respective functions and meetings in the event that they are unable to fulfill the role.
7. Maintain a roster of Interest Group membership.