



Tennessee Society of Professional Engineers

A state society of the National 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 Tennessee Society of Professional Engineers does hereby dedicate itself to the promotion, protection, and representation of the professional interests of all Professional Engineers in the State of Tennessee as a social, political, and economic influence vital to the health, safety, and welfare of our fellow citizens.

ARTICLE 1 – NAME OF THE ORGANIZATION

- Section 1. The name of this organization shall be the Tennessee 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 Tennessee.
- Section 3. The Society is a member 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 Code of Ethics of NSPE.

ARTICLE 2 – OBJECTIVES

- Section 1. The objectives of this Society shall be to:
 - A. Advance and promote the public health, safety and welfare.
 - B. Advance the professional, social and economic interests of the professional engineer.
 - C. 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.
 - D. Unite all qualified engineers of the state in one organization.
 - E. Stimulate and develop professional concepts among all engineers.
 - F. Advance self-education and self-improvement, motivating practicing engineers to upgrade and expand their competence by continuing study.
 - G. Develop the civic consciousness of members of the engineering profession and serve the public good by support of and cooperation with public officials.
 - H. Represent the engineering profession in legislative and governmental matters in the interests of the state and the profession.
 - I. Promote high standards of engineering education.

- J. Establish and preserve high standards of ethical conduct and practice by members of the profession.
- K. 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.
- L. Assist young people in obtaining reliable information concerning the profession of engineering.
- M. Mentor young engineers and assist them in their career track toward licensure.

ARTICLE 3 – MEMBERSHIP

- Section 1. The membership grades shall coincide with those grades as set by NSPE.
- 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. Voting privileges shall be as defined by NSPE.
- Section 4. All individuals eligible for membership in TSPE who are members in good standing of NSPE shall continue membership in good standing in the Society.
- Section 5. Should the engineering license 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 6. 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; or (c) request the assistance of NSPE where, in the Board's judgment, the circumstances warrant.

ARTICLE 4 – ADMINISTRATION

- Section 1. The Board of Directors (Board) shall consist of the officers of the Society, two State Directors elected or appointed by each chapter, and such other State Directors as provided for in the Operating Procedures. 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 except as provided for in the Bylaws or Operating Procedures.
- Section 3. A simple majority 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 consistent with the Bylaws of the Society. The President shall vote only when the casting of said vote will change the result.

- 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 and/or other staff when the financial and other conditions warrant, and fix compensation and define the duties of the office. Such Executive Director shall attend meetings of the Board, but shall not be a member of the Board. The Executive Director shall be bonded at the expense of the Society for such amount as may be determined by the Board.
- 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.

ARTICLE 5 – OFFICERS

- Section 1. The officers of the Society shall consist of the President, President-Elect, Vice President, Secretary, Treasurer, National Delegate and Immediate Past President.
- Section 2. The President-Elect, Vice President, Secretary and Treasurer shall be elected for a term of one year. The president-elect shall automatically assume the presidency for the year following election.
- Section 3. The duties of the officers shall be as defined in the Operating Procedures.
- Section 4. The officers shall take office and the President-Elect elected the previous year shall become president 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 5. In the event the President becomes unable to serve, the President-Elect shall succeed the President and complete the term of office of the vacating president and then their own term as president. The office of President-Elect shall remain vacant until the next Annual Meeting, at which meeting a President-Elect shall be installed. A vacancy occurring in any other position shall be filled through election by the Board, with the exception of the chair of each practice division who may be selected by that division. Any vacancy shall be filled for the un-expired term of the officer being replaced.

Section 6. A Delegate to the NSPE House of Delegates (or such governing body that NSPE shall establish in place of the House of Delegates, hereafter called House of Delegates) shall be elected by the Society to represent the Society at the NSPE House of Delegates Assembly, as set forth in Article 6. This member shall serve as National Delegate for a term length as specified by NSPE and shall be eligible to serve no more than two consecutive terms.

ARTICLE 6 –ELECTIONS

Section 1. Nominations for elective offices shall be made by the Nominating Committee or by petition signed by not less than twenty-five (25) members eligible to vote.

Section 2. The Nominating Committee shall be comprised of the most recent available past president as its chair, and one member from each Chapter of the Society as set forth in the Operating Procedures. No member may serve more than two (2) consecutive years and not more than two years in a four-year period.

Section 3. The Nominating Committee shall canvass the membership, chapters, and practice divisions for candidates for office and shall offer one or more nominations for each office. The Nominating Committee shall endeavor to maintain among the members of the Board a balance among the various areas of demographics, employment, and the geographical regions of the state.

Section 4. No one who is a member of the Nominating Committee shall be eligible for nomination to office. No member of the Board, except the immediate past president, shall be eligible for service on the Nominating Committee, although the Committee may request the attendance of a Board member for consultation or advice. Nominees, only by petition may include members of the Nominating Committee.

Section 5. The Nominating Committee shall report the names of nominees, together with a brief biographical sketch of each nominee, to the secretary within a timeline as set forth in the Operating Procedures.

Section 6. 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 7. 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.

Section 8. Election of the Delegate to the House of Delegates shall be made biennially, or at such interval as specified by NSPE.

ARTICLE 7 – GOVERNMENTAL APPOINTMENTS

Section 1. The Society, through the Nominations Committee, shall provide nominees to the Governor of the State of Tennessee for various regulatory and certification boards, as

provided for within the Tennessee Code Annotated and as set forth in the Operating Procedures.

ARTICLE 8 – MEETINGS

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

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 ten (10) percent of the voting membership of the Society within thirty (30) days from date of receipt by the president of such order or petition.

ARTICLE 9 – 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 chapter boundaries as may best serve the members of the Society. Each chapter thus formed shall have a minimum of 10 voting members. The Board may authorize the formation of a chapter upon receipt of a written petition signed by not less than ten (10) members of the Society.

Section 2. The Board shall have authority to make rules and regulations for and decisions affecting the chartering, combining or dissolving of chapters. The Board may authorize the formation of a chapter upon receipt of a written petition signed by not less than ten (10) members of the Society.

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 may be subject to approval of the Board.

Section 4. Chapters shall engage only in such activities as are consistent with professional ethics and 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. Each chapter shall be represented on the Board and on the committees of the Society as provided in the Bylaws and Operating Procedures of the Society.

Section 7. Chapters shall not contract any debt or obligation on behalf of the Society unless expressly authorized by the Board.

Section 8. The fiscal and administrative years of the chapters shall be concurrent with those of the Society.

Section 9. Student members in engineering colleges and universities may be organized into student chapters, as provided in the Operating Procedures.

ARTICLE 10 - PRACTICE DIVISIONS

- Section 1. To further the objectives of the Society, establishment of practice divisions consistent with those defined by NSPE, is authorized.
- Section 2. The Board of Directors may sanction the creation or order the dissolution of practice divisions as provided in the Operating Procedures.
- Section 3. Practice Divisions shall not contract any debt or obligation on behalf of the Society unless expressly authorized by the Board.

ARTICLE 11 – YOUNG ENGINEERS’ ADVISORY COUNCIL

- Section 1. To further the objectives of the Society, a Young Engineers’ Advisory Council is authorized. This Council shall be modeled after and consistent with the structure and operation of the NSPE Young Engineers’ Advisory Council.

ARTICLE 12 – COMMITTEES

- Section 1. Such committees as may be appropriate shall be established by the Board as provided in the Operating Procedures.
- Section 2. The duties of committees shall be defined by the President and approved by the Board or as defined in the Operating Procedures.
- Section 3. Appointments to committees shall be made as set forth in the Operating Procedures.
- Section 4. There shall be an Executive Committee of the board consisting of the officers of the Society. When so directed by the Board, the Executive Committee shall act for the Board, provided the Executive committee’s acts are within the provisions of the Bylaws and Operating Procedures of the Society. All acts of the Executive Committee shall be reported to the Board. A simple majority of the Executive Committee shall constitute a quorum.
- Section 5. Committees shall not contract any debt or obligation on behalf of the Society unless expressly authorized by the Board.

ARTICLE 13 – AMENDMENTS

- Section 1. Amendments to these Bylaws may be proposed by: (a) a two-thirds vote of the entire Board; or (b) a petition signed by not less than fifteen (15) percent of the members of this Society; or (c) a simple majority vote of the Board members at a meeting of the Board, provided the text of the proposed amendment shall have been distributed to the members of the Board not less than twenty (20) days prior to the meeting at which the amendment is to be considered.

- Section 2. Amendments submitted by petition shall be reviewed by the Board before transmission to the membership of the Society.
- Section 3. A copy of proposed amendment(s) and a ballot shall be distributed to each voting member of the Society for ratification together with an opinion by the Board addressing the merits of the proposed amendment(s). All minority opinions of the Board must also be included in the distribution.
- Section 4. An amendment to these Bylaws shall become effective upon the affirmative vote of two-thirds of the votes cast. A minimum of forty-five (45) days must pass between the presentation of the amendment proposal to the Society members and the vote to approve or disapprove the amendment proposal.

ARTICLE 14 – SAVINGS CLAUSE

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

ARTICLE 15 – DISSOLUTION

- Section 1. In the event the activities of the Society are terminated by reason of liquidation, dissolution, termination or other means whether voluntary, involuntary or by operation of law, none of the property or assets of the Society shall be made available in any way to any individual, corporations or other organizations, except corporations or organizations established for the benefit of the engineering profession which qualify as exempt under sections 501(a) or 501(c) of the Internal Revenue Code.
- Section 2. After all outstanding obligations have been paid, and in keeping with the forgoing provision, the Board shall give the highest priority for liquidation of Society assets to establishing engineering scholarship(s) or foundation(s) at ABET-accredited engineering school(s) in Tennessee.

ARTICLE 16 - EFFECTIVE DATE

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

Adopted: December 6, 2007



Secretary, Tennessee Society of Professional Engineers

Last Amended: March 1, 2004