



Tennessee Society of Professional Engineers

A state society of the National Society of Professional Engineers

OPERATING PROCEDURES

PART No. 1 – MEMBERSHIP

- Section 1. Membership applications may be received at either the Tennessee Society of Professional Engineers, herein after called the Society or the National Society of Professional Engineers, herein after called NSPE. If submitted to the Society, the Executive Director will forward the application to NSPE.
- Section 2. Membership in the Society imposes the obligation to uphold the honor and dignity of the engineering profession. It is therefore required of members to be familiar with ethical and legal standards, to observe them, to aid in preventing violations by others and to be familiar with the Society's policies and procedures relating to handling of alleged violations.
- Section 3. Violation of the Society Bylaws, NSPE Bylaws or of the Code of Ethics, or criminal conviction shall be considered as just cause for discipline as hereinafter provided.

PART No. 2 – DUES

- Section 1. Dues are payable annually as established by the NSPE Board of Directors.
- Section 2. The Society Board of Directors, herein after called the Board, shall set the annual dues for membership in the Society, as well as the annual dues for membership in practice divisions.
- Section 3. NSPE shall collect annual dues, unless directed otherwise by the Board. If the Society or chapter collects dues, the appropriate state official shall transmit to NSPE the national dues collected for that organization, on a monthly basis.
- Section 4. If the dues of any member remain unpaid on the due date, said member shall be listed as "delinquent" and shall be dropped from the membership rolls of the Society if unpaid for a period of 90 days. Payment of delinquent dues must accompany the request of such person for readmission for the current year.
- Section 5. A member shall become eligible for Honorary, Life or Retired membership status, with waiver or reduction of dues after meeting the requirements as set forth by the NSPE Bylaws.
- Section 6. Dues may be waived for a period of one year in hardship circumstances, including unemployment. The Society and the NSPE Executive Director shall approve application for a waiver of dues. Such application, if approved by the Society, shall be submitted to NSPE for approval of the waiver of any NSPE dues.

PART No. 3 - FISCAL AND ADMINISTRATIVE YEARS

Section 1. The administrative year of the Society and its units shall be concurrent with the fiscal year.

PART No. 4 – CHAPTERS

Section 1. A chapter may organize within the provisions of the Bylaws of the Society and may, upon application, receive a charter from the Society and then be known as a chapter of the Society.

Section 2. Upon receipt of a petition requesting the formation of a chapter, the President of the Society shall appoint an ad hoc committee to evaluate the merits of the request. That committee shall report its finding to the Board.

Section 3. Upon approval of the petition by the Board, the proposed chapter shall draft and submit to the Board for approval a set of Bylaws and Operating Procedures.

Section 4. A charter shall be issued upon approval of a request to the Board and shall be signed by the President and the Secretary of the Society.

Section 5. Before the end of the Society's administrative year, as a minimum each chapter shall elect or appoint a Board of Directors consisting of a president, vice president, secretary, treasurer (or combination of the two preceding offices), state directors (as provided in Part 6 of these Procedures), and such other directors as the chapter shall see fit. The Secretary of each chapter shall send a report of such election results to the secretary of the Society at least 30 days prior to the date fixed for the installation of the officers of that chapter.

Section 6. Each chapter shall ensure that a current copy of the Bylaws and Operating Procedures, or other such governing documents are on file with the Society.

Section 7. The Board may authorize and issue charters for student chapters at approved engineering colleges or institutes of technology. Rules and regulations for the organization and operation of student chapters shall be determined by the Board and shall be designated according to the policies of NSPE.

A. Each student chapter shall have a faculty adviser who shall be a member of the Society. The student chapter adviser shall be appointed by the Society, through the local chapter concerned, on the recommendation of the dean of the college or school involved;

B. Each student chapter shall have a liaison officer from the sponsoring chapter who shall not be directly affiliated with the college or school involved. The sponsoring chapter shall appoint the liaison officer.

C. Before the end of the administrative year of the Society, each student chapter shall elect a president, vice president, secretary, treasurer (or combination of the preceding two offices), and such other officers as the student chapter shall see fit. The secretary of each student chapter shall send a report of the results of the election to the secretary of the Society at least thirty (30) days prior to the date fixed for the installation of the officers of that student chapter.

D. Each student chapter secretary shall assure that a current copy of the Bylaws and Operating Procedures of that student chapter is on file with the Society.

Section 8. The Board may dissolve a chapter or student chapter upon the request of that chapter, or when it deems the existence of that chapter is no longer in the best interests of the Society, or for the failure of that chapter to comply with the Bylaws and Operating Procedures. Upon receipt of a request or a proposal to dissolve a chapter or student chapter, the President of the Society shall appoint an ad hoc committee to evaluate the merits of such an action. The committee shall make its recommendations to the Board for action.

PART No. 5 - AFFILIATED GROUPS

Section 1. Affiliated groups may be established with approval of the Board. The purpose of such affiliations shall be to assist in promoting the best interests of the professional engineer and the Society and shall be defined in a charter agreement establishing the affiliation. The affiliated group shall be responsible to the Board for fulfilling the actions defined in the charter.

PART No. 6 - BOARD OF DIRECTORS

Section 1. The Board of Directors (the Board) shall have the direction and general supervision of all matters pertaining to the Society. It shall adopt and monitor a budget and cause the accounts of the treasurer to be audited not less than once a year.

Section 2. The Board shall provide for and superintend the publication and distribution of all proceedings or transactions of the Society and shall have authority to appoint an editor and publish an official periodical for the Society.

Section 3. The Board shall be empowered to invest and reinvest such funds as may be available for the creation of a reserve fund. A three-fourths vote of the Board shall be required to authorize expenditures from this fund, which are other than for investment or reinvestment.

Section 4. Each chapter shall select two (2) State Directors to serve on the Board. Terms of service are to be established by the chapter. Chapters are encouraged to stagger the terms of service of the state directors.

Section 5. Board designees shall attend chapter meetings for the purpose of improving the communication between the chapter membership and the Society.

Section 6. The Board shall hold a regular meeting at the time of the Annual Meeting and at least once each quarter thereafter. It shall hold special meetings at the call of the President or on the petition of 25 percent of the directors.

Section 7. A notice of each meeting of the Board shall be transmitted in writing to each member of the Board at least fifteen (15) days prior to the scheduled date thereof. An agenda and copy of each report and resolution, which are to be considered at such meetings, shall accompany the notice of the meeting and no other matters shall be considered at such meetings without the consent of the majority of the members of the Board in attendance.

PART No. 7 - BALLOTS OF THE BOARD

- Section 1. The President may at any time direct the secretary to submit any question to the members of the Board by means of a letter or electronic ballot.
- Section 2. A majority of all votes received within 15 days of the distribution of the ballots shall decide the question, provided votes are received from at least a majority of the total membership of the Board.
- Section 3. The secretary shall record as a part of the minutes of the appropriate meeting the data concerning each letter or electronic ballot, including the dates of the transmission and the return of the ballots, the due date for the return of the ballots, and the names and votes of all members voting. The secretary shall notify all members of the Board of the results within seven (7) days of the due date.

PART No. 8 – ELECTIONS

- Section 1. On or before December 1, the Nominating Committee shall request from each Chapter president and practice division a list of suggested nominees for the offices of President-Elect, Vice President, National Delegate, Secretary, and Treasurer of the Society. A timetable describing the complete nomination and election process shall be included with the request.
- Section 2. Any member may submit potential nominations to the Nominating Committee for consideration. Suggestions for nominations may be submitted to the Secretary or directly to the Nominating Committee. The nomination shall contain the name of the member being nominated along with a brief description of the member's biography. Endorsements and testimonials of the member's capabilities to fulfill the duties of the office for which they are being nominated for shall be encouraged. A member may be self-nominated for an office.
- Section 3. The Nominating Committee shall review the nominations for each office and consider whether candidates are qualified. They may contact the candidate or others who may be familiar with the candidate's qualifications and capabilities to determine whether they are capable of serving in the office for which they are nominated. The Nominating Committee shall report all qualified candidates for each office to the Secretary for inclusion on the official ballot for voting, not later than January 25th. Within five (5) days of the receipt of the report of the Nominating Committee, the secretary of the Society shall send a copy of the report to the president of each chapter.
- Section 4. Additional nominations may be made by written petition of not less than twenty-five (25) members eligible to vote. Such petitions shall include a brief biographical sketch of each nominee and a statement expressing the willingness of the nominee to serve if elected. The petition shall also include the signature and NPSE member number of each petitioner. The petition shall be delivered to the chair of the Nominating Committee for validation no later than February 25th.
- Section 5. The validated slate of candidates shall be submitted by the Nominating Committee to the secretary of the Society no later than the last day of February.

- Section 6. No later than March 31, a ballot shall be distributed to each member of the Society eligible to vote. The ballot shall include a statement of the criteria to be used in validating the ballot, and instructions that the ballot must be received by the secretary of the Society no later than April 20.
- Section 7. A valid ballot shall be one which is returned to the Secretary by the due date and which bears the signature or electronic address of the member in the designated space.
- Section 8. The secretary shall promptly deliver ballots to a committee as appointed by the President, which shall canvass the ballots, validate the ballots, and report the number of votes cast for each nominee to the secretary on or before April 25th. The nominee for each office receiving the greatest number of votes cast for such office shall be declared elected to that office.
- Section 9. The secretary shall transmit such information to the officers, officers-elect and chapters as soon as available, but no later than April 30th, and publish the results in the next issue of the Society publication.
- Section 10. On the first day of the administrative year following their election, the officers and directors of the Society shall take office, the President-elect elected the preceding year shall become President and the previous president shall become Past-President.
- Section 11. The election of chapter officers shall be completed on or before June 1st of each year. They shall assume their duties on the first day of the administrative year and shall hold office until their respective successors assume such duties. The procedures for electing chapter officers shall be established in the Chapter Bylaws and Operating Procedures.
- Section 12. If applicable, each Practice Division shall elect a chair and chair-elect. The procedures for nomination and election to these positions shall be established in the Practice Division Operating Procedures.

PART No. 9 – OFFICERS

- Section 1. **President:** The President shall preside at all meetings of the Society and of the Board of Directors; shall be, ex-officio, a member of all committees except the Nominating committee; shall appoint chairs and members of all committees except as otherwise specified by the Bylaws and Operating Procedures; and have general direction of the business of the Society. The President shall exercise supervision over the operations of the Executive Director, and keep the Board apprised concerning that office.
- Section 2. **President-Elect:** The President-elect shall act as president in the President's absence, and shall undertake assignments at the request of the President, the Executive Committee, or the Board. The principal activity of the President-elect shall be an assessment of the Society, and the development of plans for the following year. The President-Elect shall serve on the Budget Committee and the Ethics Review Committee.
- Section 3. **Vice President:** The Vice President shall have such duties as the President or Board may assign. In the absence of, or in case of the inability of the President and President-elect to serve, it shall be the duty of the Vice President to perform all the duties of the President. The Vice President shall serve on the Budget Committee and the Ethics Review Committee.

- Section 4. Treasurer: It shall be the duty of the Treasurer to protect all money and records of account of the Society, make an annual report of receipts and disbursements to the Society, and serve as Chair of the Budget Committee. At the expiration of the term of office, all books, papers, and money belonging to the Society shall be turned over to the successor treasurer, who shall give the preceding treasurer a receipt therefore.
- Section 5. Secretary: The Secretary shall record proper proceedings of meetings and perform such duties as are required by law, or assigned by the Board.
- Section 6. National Delegate: The National Delegate shall represent the Society in the NSPE House of Delegates and shall attend and represent the Society at all assemblies and represent the Society in all other matters of the House of Delegates. The Delegate shall report actions taken by the House of Delegates to the Society Board and shall consult with the Board on a regular basis to properly represent the wishes of the Society before the House of Delegates. The National Delegate shall have additional duties as specified by NSPE.
- Section 7. Past-President: The immediate Past-President shall serve on the Budget Committee, Ethics Review Committee, and serve as Chair of the Nominating Committee and have such other duties as the President or Board may assign.
- Section 8. Eligibility to nomination, election or retention of a position as an elective officer of the Society shall be contingent upon residence or employment in the state and active status as a Licensed Member of the Society.
- Section 9. In addition to duties herein specifically enumerated, all officers shall perform such duties as may be assigned by the President or the Board.

PART No. 10 – EXECUTIVE DIRECTOR

- Section 1. Under the supervision of the President, the Executive Director shall implement the programs of the Society as established by the Board.
- Section 2. The duties of the Executive Director shall include, but not be limited to:
- A. Keeping an accurate record of the operations of the Society, conducting correspondence, having custody of all official papers and records;
 - B. Receiving all monies paid to the Society, except special funds that are in the custody of the treasurer, and making such disbursements as are properly approved;
 - C. Keeping the Board and Society advised of all activities of the state legislature that may be of interest to the Society, and promote the legislative agenda of the Society;
 - D. Promoting membership in the Society;
 - E. Acting as liaison between the Society and the chapters and other professional organizations;
 - F. Managing the headquarters office and staff, and
 - G. Performing such other duties as defined by the President or the Board.
- Section 3. The Executive Director shall submit an annual report covering the activities of the Society, including a statement of the membership of the Society during the preceding administrative year.
- Section 4. At the expiration of service, the Executive Director shall turn over to a designated successor all books, documents and other property of the Society in the custody of the Executive Director, receiving a receipt therefore.

PART No. 11 - COMMITTEES

- Section 1. The Standing Committees of the Society shall be as set forth by the Board and may consist of the following:
- A. Society Development (including membership and registration)
 - B. Nominating
 - C. Budget
 - D. Meetings
 - E. Awards
 - F. Communications and Public Relations
 - G. Legislative and Government Affairs
 - H. MATHCOUNTS
 - I. Continuing Education
- Section 2. Each of the standing committees shall consist of members appointed annually by the president, who shall also designate the chair of each committee. The practice divisions may appoint such committees as are necessary to carry on their activities. For appointment to standing committees, members shall be selected from the various areas of employment and from the various chapters of the Society. Committee members representing each chapter shall be appointed by their respective chapters.
- Section 3. Each standing committee shall inform the Board of its activities quarterly and annually, or as otherwise directed by the president.
- Section 4. The president shall appoint such other special committees as may be desirable for the conduct of the business of the Society.
- Section 5. The Nominating Committee shall select nominees to be submitted to the Society's Board for recommendation to NSPE to be considered by the NSPE committee to become NSPE Fellow Members.
- A. The Nominating Committee may invite suggestions of names to consider from present Fellow members and local chapter presidents, other long time members, and other sources.
 - B. The staff of the Society holds the responsibility of:
 - a. Requesting and receiving a list of potential candidates for a first round of consideration;
 - b. Turning that information over to the Nominating Committee; and,
 - c. Requesting detailed information from the nominees selected by the Committee.
 - C. The Nominating Committee shall give final consideration and make recommendation to the Board of Directors within the timetable established by NSPE.
- Section 6. The Nominating Committee shall poll the general membership of the Society in presenting a list of candidates to the Governor of the State of Tennessee for various regulatory boards as dictated by the Tennessee Code Annotated.
- A. Such boards shall consist of, but not be limited to, the following:
 - a. Tennessee State Board of Architect and Engineering Examiners, as provided in TCA 62-2-201.
 - b. Tennessee Air Pollution Control Board, as provided in TCA 68-201-104
 - c. Tennessee Highway Officials Certification Board, as provided in TCA 54-7-104.

d. Tennessee Water and Wastewater Operator Certification Board, as provided in TCA 68-221-905.

B. In nominating candidates for the Tennessee State Board of Architect and Engineering Examiners, the Society, in conjunction with the American Council of Engineering Companies of Tennessee, shall recommend to the Governor individuals who have been involved in preparing and sealing design documents during his/her career as a Professional Engineer and who are members of the Society.

C. In nominating candidates for other boards, committees, commissions, and other groups, the candidates must be members of the Society.

Section 7. The Nominating Committee shall poll the general membership of the Society in presenting a list of candidates to the Board of Directors to serve on the board of the Tennessee Engineering Foundation.

Section 8. The Budget Committee shall prepare an annual budget for consideration by the Board. The proposed budget, complete with details on any proposed new programs requiring funding, shall be submitted to the Board no later than the date of the annual planning retreat of the Board. New programs submitted shall include estimated total costs and estimated costs per member. Copies of the budget proposal shall be distributed to the members of the Board and chapter presidents at least thirty (30) days prior to the meeting of the Board. The final budget shall be presented to the Society members at the Annual Meeting.

PART No. 12 - PRACTICE DIVISIONS

Section 1. Practice Divisions, comprised of members having common professional interests, may operate under the Bylaws of the Society. Operating Rules and any changes thereto must have the approval of the Board before becoming effective. The Board may create or dissolve a Practice Division after conducting a hearing on the need for such action. The President may appoint a committee to conduct the affairs of the practice divisions.

Section 2. The Practice Divisions shall provide effective forums for discussion and united action for members grouped according to type of professional employment or interest. The goal of Practice Divisions shall be improved professional recognition, improved conditions of employment, and other matters of mutual benefit.

Section 3. Membership in each Practice Division shall be limited to members of the Society, except as specifically provided for in the Rules of the division.

Section 4. The officers of each Practice Division shall include a chair, chair-elect, the immediate past chair, and such other officers as determined by the Practice Division and approved by the Board.

Section 5. Officers shall assume the duties usually performed by officers in like positions, subject to rules, which may be adopted by the division and approved by the Board.

Section 6. The officers shall constitute the Practice Division's executive board.

Section 7. When considered necessary for promoting or forwarding its special objectives, any Practice Division may establish a fund for that purpose, to be maintained in the treasury of the Society. Such funds may be obtained through dues and/or assessment of its own members; or by other means, which are authorized by the Board. The treasurer of the

Society shall be the custodian of all Practice Division funds, the expenditure of which shall be subject to the approval of the officers of the division.

Section 8. Minutes shall be kept and filed for all meetings of Practice Divisions and the Division executive board. An annual report outlining the Division's activities for the year, including financial statement and officers, shall be made to the Board.

Section 9. All actions by Practice Divisions shall be consistent with the policies of the Society. All proposed programs and activities that would formulate new Society policies shall be submitted to the Board for approval. All public statements, recommended policy action, or any action affecting other practice divisions or other segments of the Society shall be approved by the Board.

Section 10. Practice Divisions serving the Society, if they exist, shall match the Practice Divisions of NSPE.

PART No. 13 – MEETINGS

Section 1. The Annual Meeting of the Society shall be held following the election of the officers for the next year, and as near as possible to the beginning of the new administrative year, for receiving the annual reports and the transaction of any other business. All members of the Society are welcome at this meeting.

Section 2. The Board shall hold a regular meeting at the time of the Annual Meeting, and at least once each quarter thereafter.

Section 3. The Board shall hold special meetings at the call of the President, or on the petition of twenty-five (25) percent of the Directors.

Section 4. Board members shall be notified of both regular and called meetings of the Board at least fifteen (15) days before the date of the meeting. An agenda outlining the business to be considered shall accompany the notice of the meeting.

Section 5. Periodic and/or special meetings of the Board called as provided for in the Bylaws shall be open to all members of the Society. A “closed” or “executive” session may be called only to discuss personnel, disciplinary or other legal matters that require strict confidentiality. A “closed” meeting shall be called only upon a vote of the Board. Only business specifically allowed for in a “closed” meeting shall be discussed.

Section 6. The order of business at meetings of the Board shall be determined by the President and shall be subject to approval of the Board.

Section 7. *Robert's Rules of Order* (latest edition) shall govern matters of parliamentary procedure of the Society except as provided for in the Bylaws or Operating Procedures.

Section 8. Unless otherwise restricted by the Bylaws or Operating Procedures, a member of the Board may be represented at any meeting of the Board by proxy. Such proxy shall become effective upon presentation to the secretary of written notice signed or electronically sent by the member designating to whom and for what duration or specific matters such proxy is granted.

Section 9. If the number of Board members present at a Board meeting is less than a simple majority of Board members, the President shall call for a count of proxies that have been transmitted to the secretary. When the sum of the number of Board members present and the number of proxies received by the secretary equals or exceeds a majority of the Board, the President shall declare the existence of a quorum, and the full agenda of issues may be discussed and decided.

Section 10. As provided in the Bylaws, the Executive Committee may conduct the business of the Society. Meetings of the Executive Committee will be held at the call of the President of the Society, or at the request of three members of the Executive Committee.

Section 11. All regular or special meetings of the Society's Board of Directors may be conducted utilizing any means of communication by which all Directors participating may simultaneously participate in the meeting, whether by voice or text. A Director participating in the meeting by this means is deemed to be present at the meeting.

PART No. 14 - OFFICIAL PERIODICAL

Section 1. The Society shall publish an official periodical. This publication shall be produced on a regular basis and shall be distributed to all members of the Society, either via mail or electronically. The subscription cost for members shall be included in their annual dues fee. The Board shall establish a subscription rate for non-members interested in receiving the publication.

Section 2. Paid advertisements may be sold to generate revenue in conjunction with the official periodical. The Board shall establish advertising standards and rates. Any revenue generated shall be deposited in the general fund of the Society.

PART No. 15 – POSITION STATEMENT ON ETHICS

Section 1. The Society takes the following position on ethics.

- A. Members of the Society, as members of NSPE, must subscribe to the NSPE Code of Ethics for Engineers.
- B. Members of the Society should make themselves familiar with the NSPE Code of Ethics for Engineers and NSPE Board of Ethical Review case opinions.
- C. The NSPE Code of Ethics may be referenced, by members of the Society, as the ethical standard for conduct of its members.
- D. The NSPE provides guidelines for practical application of the Code of Ethics through case opinions by its Board of Ethical Review.
- E. The case opinions by the Board of Ethical Review are for educational purposes only and should not be construed as expressing any opinion of the ethics of specific individuals.
- F. The Society does not possess the authority to dictate conduct of employers of engineers.
- G. The Society is not an investigative body and possesses neither the authority nor resources to perform a fact finding function or render opinions on questions of ethics.
- H. The Society possesses neither the authority nor resources to enter as a party to a lawsuit involving disputes between engineers and their employers.
- I. The NSPE Code of Ethics for Engineers and proceedings of the Board of Ethical Review are available to the public and may be obtained from the NSPE or viewed through the NSPE website at www.nspe.org

- Section 2. When the Society is approached by a member referencing a Code of Ethics issue, the Executive Committee is authorized to follow up along the following lines.
- A. If the member is requesting a legal brief or that the Society participate in a brief, the Society will request to NSPE that they provide the response.
 - B. If the member requests the Society provide evidence, the Society will present our Position Statement on the Code of Ethics.
 - C. If a member prevails, the Society will write a letter to the employer emphasizing the Society expects engineers to follow the Code of Ethics and the Society expects employers not to retaliate against engineers for adhering to the Code of Ethics.

PART No. 16 – CONFLICT OF INTEREST

- Section 1. It shall be the policy of the Society that, to avoid the impropriety or any appearance of impropriety, the Society, its constituent bodies, and its affiliated organizations shall not contract to pay any member of the Society, or any company controlled by such member, for services or products to be furnished to the Society, its constituent bodies, or its affiliated organizations if the member in question is in a real or apparent position to influence the decision to contract for or render payment for such service or products. Members in such position include, but are not limited to: appointed and elected officers, members of the Board of Directors and Chairs of Committees. This is not meant to discourage donation of services or to apply to any contractual arrangement or reimbursement made in accordance with approved policy.

PART No. 17 – MEMBER MISCONDUCT COMPLAINT PROCEDURE

- Section 1. Definitions. The following definitions apply to all other sections of this Procedure.
- A. Code of Ethics – The NSPE Code of Ethics for Engineers.
 - B. Ethics Review Panel or Panel – An ad hoc committee consisting of the Vice-President, President-Elect, the most recent Past President willing to serve, and two (2) members of the Society who are not members of the Board and who shall be appointed by the President of the Society. The Vice-President shall serve as Chair of this Panel. The Secretary of the Society shall record the activities of the Panel but shall not be a voting member.
 - C. Expulsion – A member who is expelled from the Society shall be removed from the state, chapter, national and practice division membership rolls at the earliest date, after final action taken by the Board of Directors consistent with the provisions of these rules. A copy of the letter of expulsion shall be placed in the permanent files of the Society and a copy shall be transmitted to NSPE and to the Tennessee Board of Architectural and Engineering Examiners. Letters of expulsion shall be handled and filed on a confidential basis. An expelled member shall cease to hold any elected office or appointed position at the state, chapter, national and practice division levels effective the date of removal from the Society's membership rolls. An expelled member shall forfeit any claim to any portion of his state, national, chapter and practice division dues, which have been paid for the fiscal year in which the expulsion becomes effective. An expelled member shall forfeit all rights, privileges, benefits and services provided members of the Society. An expelled member shall be permanently barred from readmission to membership in the Society. An expelled member shall be expected to return to Society Headquarters not later than thirty (30) days after the effective date of expulsion any Society membership pins, Society membership certificates, or other Society jewelry, insignia or identification then in his possession. An expelled member shall not in any way identify or otherwise indicate that he is a member of the Society.

- D. Suspension – A member who is suspended from the Society shall be removed from the State, chapter, national and practice division membership rolls at the earliest date after final action taken by the Board of Directors consistent with the provisions of these rules. A copy of the letter of suspension shall be placed in the permanent files of the Society, and a copy shall be transmitted to the NSPE and to the Tennessee Board of Architectural and Engineering Examiners. Letters of Suspension shall be handled and filed on a confidential basis. A person who is suspended from the Society membership shall be suspended for a definite period of time (i.e. 12 months, 2 years, etc.) or until a definite date (i.e. January 1, 1996, etc.). A person who is suspended from membership in the Society may make written application for readmission to membership in the Society after the period or time of suspension shall have ended. Society dues of the fiscal year in which a member was suspended and for the fiscal year in which the person reapplies shall be paid in full before a suspended member shall be reinstated to membership in the Society. Applications for reaffiliation by suspended members shall be submitted to the Board of Directors for approval. A suspended member shall forfeit any claim to an portion of his state, national, chapter and practice division dues which have been paid for the fiscal year in which the suspension becomes effective. A suspended member shall cease to hold any elected office or appointed position at the state, chapter, national and practice division levels effective the date of removal from the Society’s membership rolls. A suspended member shall forfeit all rights, privileges, benefits and services provided members of the Society during the period of the suspension. A suspended member shall be expected to return to Society Headquarters not later than thirty (30) days after the effective date of the suspension begins any Society membership pins, Society membership certificates, or other Society jewelry, insignia or identification then in his possession. Such articles may be returned to a suspended member by the Society at such time as he may apply and be approved for readmission to membership in the Society. A suspended member shall not in any way identify or otherwise indicate that he is a member of the Society during the period of suspension or until he shall apply and be approved for readmission to membership in the Society. A member who has been suspended from membership in the Society shall be permanently ineligible to become a Fellow of the Society or of NSPE.
- E. Censure – A member who is censured by the Board of Directors shall be so notified by letter from the President. A copy of the letter of censure shall be placed in the permanent files of the Society and a copy shall be transmitted to NSPE and to the Tennessee Board of Architectural and Engineering Examiners. Letters of censure shall be handled and filed on a confidential basis. A member who is censured shall cease to hold any elected office or appointed position at the state or chapter levels thirty (30) days after the letter of censure is mailed to him and shall not be eligible to hold an elected office or appointed position at the state and chapter levels for a period of twelve (12) months from the date the letter of censure is mailed. A member who has been censured shall be permanently ineligible to become a Fellow of the Society or of NSPE.
- F. Reprimand – A member who is reprimanded by the Board of Directors shall be so notified by letter from the President of the Society. A copy of the letter of reprimand shall be placed in the permanent files of the Society, and a copy shall be transmitted to NSPE for record purposes. Letters of reprimand will be handled and filed on a confidential basis. If and when a member who has received a letter or reprimand is considered by the Board of Directors for Fellow, the Board shall be notified of the fact that a letter of reprimand was issued but the issuance of a letter of reprimand shall not automatically disqualify a member from becoming a Fellow.

- G. Letter of Caution – A member who has committed a violation of ethics that the Panel determines does not warrant expulsion, suspension, censure or reprimand shall receive a letter from the Panel notifying the member of the violation and cautioning the member against future violations. A copy of the letter shall be placed in the permanent files of the Society. The letter will be handled and filed on a confidential basis. The Complainant shall be sent written confirmation of Panel action within five days of Panel action.
- H. Member – a member of the Society
- I. Complaint – a properly completed complaint form received by the Executive Director.

Section 2. All time limitations contained in these rules of procedure should be strictly followed, and the number of days shall be construed as being intervals of calendar days. However, the Panel may waive the time limitations if the particular facts and circumstances of the case warrant waiver. Failure of any party to comply with the time limitations set forth in these rules shall not be grounds for any other party to object to the continuation of the proceedings or to seek dismissal of the proceedings.

Section 3. Initiation of Disciplinary Action

- A. Any person may file a written complaint based upon actual personal knowledge of alleged violations of the Code of Ethics. The Society and NSPE organizational units may also file a complaint. The Panel may also initiate disciplinary proceedings by filing a complaint if any member of the Panel becomes aware of alleged ethical violations by a member. The Panel shall investigate a possible ethical violation in each known instance of a member being convicted of a felony or in each instance of a member being disciplined by the Tennessee Board of Architectural and Engineering Examiners.
- B. The complaint shall be filed with the Executive Director.
- C. The complaint must include the following.
 - a. Name and address of complaining party.
 - b. Name and address of professional member of the Society whose conduct is being questioned.
 - c. Approximate dates and times when violations occurred.
 - d. Facts describing the alleged violations.
 - e. The nature of any business or personal relationships with the member.
 - f. The specific sections of the Code of Ethics which allegedly have been violated.
 - g. Signature of complainant.

Section 4. Handling of Complaints

- A. Upon receipt of a complaint, the Executive Director shall note on the face thereof the date on which the complaint was received. Each complaint shall also be assigned a control number which shall be entered on the complaint itself. A log of all complaints processed shall be kept along with a summary of the dates, finding, and actions taken.
- B. The Executive Director shall, within five (5) days of receipt of the complaint, review the complaint to ensure that it complies with the requirements of Section 3 of this Procedure, and that it names a Respondent who is a member of the Society.
- C. If the complaint lacks any essential elements as described in Part 17, Section 3, if the complaint names a Respondent who is not a Society member, or if the complaint is otherwise incomplete, a copy of the complaint shall be returned to the complaining party along with a letter identifying the defect in the complaint.

- D. Within five (5) days of receipt of a complaint that complies with the requirements of Part 17, Section 3, the Executive Director shall send a copy of the complaint to the Respondent, the party who allegedly violated the Code of Ethics, along with a copy of the NSPE Code of Ethics. The copy shall be sent by certified mail, return receipt requested. Subsequent amendments to the complaint shall also be mailed to the Respondent within five (5) days of their receipt. If for any reason certified mailing is ineffective, personal service of a copy of the complaint may be served by official process server in the county in which the Respondent resides. If this type of service is necessary, confidentiality of the complaint shall be preserved to the extent possible under the circumstances.
- E. If the complaint names a Respondent who is a member of the Board, the Executive Director, when sending the Respondent a copy of the complaint, shall advise the Respondent that he is disqualified from participating in the disciplinary proceeding as a Panel or Board member.
- F. Upon receipt of a written complaint, the Executive Director shall also immediately forward a copy to the President who shall appoint an Ethics Review Panel to process the complaint.
- G. Within ten (10) days of receipt of a written complaint, a Respondent may file a written response with the Executive Director. Failure to file a written response shall not be deemed an admission by the Respondent of any of the allegations contained in the written complaint.
- H. The date the written response is received shall be noted by the Executive Director on the face of the response. The response shall be assigned the same control number as the complaint, the number shall be entered on the response, and the response shall be filed along with the complaint.
- I. A copy of the written response shall be forwarded to the Panel, and to the complainant by the Executive Director within five (5) days of its receipt.

Section 5. Panel Review and Investigation

- A. After receipt of a written complaint, and after the time has passed for the Respondent to file a response to the complaint, the Panel shall meet to review the case. The Panel shall have the discretion to combine or sever matters for investigation or hearing, or to utilize any other reasonable procedural devices to efficiently and fairly consider all cases. In addition, if at any point in these proceedings the Respondent admits material facts establishing an ethical violation, the Respondent may waive his right to further proceedings in accordance with this Policy and may agree with the Panel on a recommended level of discipline to be presented to the Board.
- B. After referral of a matter to the Panel, or at any other point in these proceedings, each Panel member should determine whether he has any conflict of interest in considering the matter. If a Panel member seeks to be excused from considering a particular case due to a conflict of interest, he should immediately notify the Executive Director.
- C. The Panel shall review the complaint and the response, if any, to determine whether the complaint, if all matters alleged therein are assumed to be true, constitutes a breach of the Code of Ethics. In order to make this determination, the Panel may request additional information from the Complainant and may obtain information available in the public records.
- D. If the Panel finds the complaint is not sufficient to establish a violation of the Code of Ethics, the complaint will be dismissed and the Respondent and the Complainant will be so notified. After dismissal of the case, the file will be closed and will remain confidential unless the Respondent requests in writing that it be released to the public.

- E. If the Panel finds the allegations of the complaint, assumed to be true for this portion of the review process, are sufficient to establish a violation of the Code of Ethics, the Panel may order an investigation thereof.
- F. If an investigation is warranted, the Panel may appoint a member or members from the Panel to conduct an investigation or may retain a private investigator to conduct the investigation. Investigations shall be limited to the allegations of the complaint, but additional complaints may be filed based on facts discovered during the investigation. To the extent the allegations of a complaint are similar or identical to allegations filed in a complaint against the same member with the Tennessee Board of Architectural and Engineering Examiners, the Panel may elect to use an investigation file and report from this agency in lieu of or in addition to a separate investigation.
- G. The Investigator shall inform any person he interviews of the confidential nature of the investigation. Formal rules of evidence do not apply. A recording shall be made of any interview conducted. The investigation must be impartial and unbiased and if at any time the investigator can not be such, then he shall notify the Panel and disqualify himself from further conduct of the investigation. The Panel may also terminate or replace the Investigator at any time during the investigation if it appears the effort is no longer impartial and unbiased.
- H. The Investigator shall complete his preliminary investigation and shall prepare a report to the Panel. The investigative report shall contain a narrative account of all pertinent information obtained through interviews of witnesses, documentary evidence, or other sources and shall include a discussion of any conflicts in the evidence. The report shall not contain any determination or speculation with respect to the whether the evidence indicates a breach of the Code of Ethics. The report shall make no recommendations.
- I. At the time the Investigator files his report, he shall also file with the Panel his investigatory file. This file shall remain confidential, and shall contain:
 - a. Copies of all documents obtained during the course of the investigation;
 - b. Tape recordings of interviews, if any, with witnesses so long as the prior consent of the interviewee was given to the tape recording, and if tape recordings do not exist, a summary of the interview with the witness;
 - c. A list of the names and addresses of all persons actually interviewed, and;
 - d. Any other relative documents.
- J. Within five (5) days of the receipt of the Investigator's written report and investigatory file, the Executive Director shall forward a copy of the report to both Complainant and the Respondent, by certified mail, return receipt requested. A copy of the investigatory file need not be forwarded to either the Complainant or the Respondent, but shall be open for review by either the Complainant or Respondent upon written request.
- K. Within ten (10) days of receipt of the Investigator's report the Complainant and the Respondent may file written responses to the report. Failure to file a written response shall not be deemed an admission by either the Complainant or the Respondent of any of the facts or matters contained in the final investigatory report.

Section 6. Panel Action

- A. The Ethics Review Panel shall review the initial complaint, any responses filed, the investigatory report, the investigatory file, and any other materials deemed pertinent to determine whether there is probable cause to believe a violation of the Code of Ethics has occurred.
- B. If the Panel determines there is no probable cause to believe a violation of the Code of Ethics has occurred, the Panel shall so state its reasons in a final written report,

- shall close the file on the matter, and shall notify the Respondent and the Complainant by certified mail, return receipt requested, of this action.
- C. If the Panel determines there is probable cause to believe a violation of some ethical standards has occurred but the Panel may not have the authority to deal with the specific type of violation, or if the Panel determines there is probable cause to believe a violation of ethical standards has occurred and both the Panel and some other society or entity have the authority to discipline the violator, the Panel may refer the matter to the other appropriate society or entity. Both the Complainant and the Respondent shall be notified by certified mail, return receipt requested, of this action by the Panel.
 - D. If the Panel determines there is probable cause to believe a violation of the Code of Ethics has occurred, the Panel shall set the matter down for a hearing. The scheduled date of the hearing shall not be less than seven (7) nor more than thirty (30) days from the date the Panel makes its determination as to probable cause. Both the Complainant and the Respondent shall be notified by certified mail, return receipt requested, of the date of the hearing. The notice of hearing shall specify the particular sections of the Code of Ethics which there is probable cause to believe the Respondent violated. Once these matters are set forth in the notice of hearing, these are the only matters on which the Panel may conduct a hearing and no other issues may be raised subsequent to the issuance of the notice of hearing. The notice shall inform the Respondent that he must notify the Panel, within ten (10) days after receipt of the notice, as to whether he wants to proceed with the hearing or waives his right to one. If the Respondent does not respond within the specified time, the Panel may cancel the hearing and submit its recommendation to the Board.

Section 7. Hearings

- A. Hearings on alleged violations of the Code of Ethics shall be conducted informally by the Panel. The Chair of the Panel or his designee shall be Chair of the hearing and shall be responsible for its conduct, including ruling if necessary, on any points of order.
- B. All persons reporting or testifying at the hearing shall be sworn. Business to be conducted at the hearing shall be in the following order:
 - a. The Investigator who conducted the investigation shall make an oral report to the Panel;
 - b. The Respondent or any legal counsel on his behalf shall respond to the Investigator's report;
 - c. Witnesses, including the Complainant, may be called by either the Panel or the Respondent to testify on behalf of either party. The Executive Director shall notify the Complainant if the Panel desires his presence at the hearing. Cross-examination of witnesses is allowed;
 - d. Both the Panel and the Respondent shall be entitled to submit any and all evidence deemed pertinent to the alleged violations of the Code of Ethics; and,
 - e. Closure by both Panel and Respondent.
- C. A sound recording shall be made of all hearings and shall be kept on file at the state headquarters office for a period of three (3) years. In the event a transcript is requested, it will be furnished, at cost, to parties to the hearing.
- D. All hearings conducted on alleged Code of Ethics violations and all related documents including file materials shall be considered confidential. The Society's legal counsel and the Executive Director may attend the hearing.
- E. The Panel may continue the hearing at any time to allow further investigation prior to deliberating to determine if in fact a violation of the Code of Ethics has occurred.

- F. At the conclusion of the hearing, the Panel will meet in closed session to deliberate and determine whether in fact a violation of the Code of Ethics has occurred. The Executive Director and the Society's legal counsel may attend this closed session. In its deliberations, the Panel shall also decide what, if any, form of discipline is recommended. The Panel is not limited to expulsion, suspension, censure, and reprimand in determining a recommended level of discipline. The Panel shall have the discretion to recommend any discipline appropriate to the ethical violation that has occurred. The Executive Director will advise the Panel if the individual has received any previous discipline from the Society for ethical violations.
- G. If the Panel determines there has been a violation of the Code of Ethics, the Panel shall finalize its finding in a written report. The report shall include:
 - a. The allegations of the complaint;
 - b. The findings of fact made by the Panel;
 - c. The specific violation(s) found to have occurred and the appropriate references to the various sections of the Code of Ethics which have been violated; and,
 - d. The Panel's recommendation for disciplinary action.
- H. If the Panel determines there has not been a violation of the Code of Ethics, the Panel shall file a final written report. The report shall include:
 - a. The allegations of the complaint;
 - b. The finding of facts made by the Panel; and,
 - c. The specific reasons why the Panel has determined that no violation of the Code of Ethics has occurred.
- I. The Panel's final report shall be mailed by certified mail, return receipt requested to both the Respondent and the Complainant within five (5) days of the conclusion of the hearing. The Panel's final report shall also be filed within five (5) days with the Executive Director. If a violation is found, the Executive Director shall schedule the matter on the agenda for the next Board meeting.
- J. Within ten (10) days of receipt of the Panel's final report finding that a violation of the Code of Ethics has occurred, the Respondent may file a written appeal with the Board of Directors. Any written appeal must contain all statements or supporting information which will provide the Board with a full understanding of the basis for the appeal.

Section 8. Action by Board of Directors

- A. At the next meeting of the Board of Directors after receipt of a written case report and any written appeal, the Board shall review the report and the recommendation of the Panel.
- B. In a closed meeting, which the Chairman of the Ethical Review Panel, the Executive Director, and the Society's legal counsel may attend, the Board shall review all materials submitted by the Panel, and shall approve the recommendation of the Panel, reduce the recommended disciplinary action, reverse the findings based upon the appeal statement, or return the case to the Panel for reconsideration based upon new or additional information made known to the Board prior to or at the Board meeting. Under no circumstances may the Board increase the recommended disciplinary action of the Panel.
- C. If the Board of Directors returns the matter to the Panel, the Board shall identify in writing the information and the reasons the Board believes justify reconsideration. Both the Complainant and the Respondent shall be sent written confirmation of the Board's action within five (5) days of the action, by certified mail, return receipt requested. Within sixty (60) days of the Board's action in returning the matter to the Panel, the Panel shall reconsider the cases returned.

- D. If the Panel determines, based upon new or additional information, the recommendation for disciplinary action should be more stringent, the Respondent shall be notified in writing with five (5) days by certified mail, return receipt requested. The notification shall extend to the Respondent an offer for a rehearing to be conducted in accordance with the hearing procedures set forth in these Operating Procedures. If a hearing is requested and conducted, the Panel shall submit its reconsidered final report to the Board in accordance with the procedures set for in these Operating Procedures.
- E. The written finding of the Board of Directors shall be considered final. The Board shall take final disciplinary action against a Respondent who is found to have violated the Code of Ethics.
- F. When appropriate, the Board may submit any information obtained during the disciplinary process to any other entities or authorities who may have concurrent jurisdiction over alleged violations.
- G. Disciplinary actions of the Board of Directors acting for the general membership shall be listed in the official publication of the Society.

Section 9. Action by Respondent

- A. At any time during the ethics review process, a Respondent may submit an offer of resignation from the Society, but the Board, if it accepts such an offer, shall do so only with prejudice, and such resignation shall be published in the Society's official publication and notice forwarded to the Tennessee Board of Architectural and Engineering Examiners and NSPE.
- B. Forfeiture of membership during a disciplinary investigation shall also be with prejudice.
- C. Acceptance of resignation or forfeiture of membership will bring any pending investigation to a close, but the Board is not prevented from referring the complaint to the Tennessee Board of Architectural and Engineering Examiners for possible action, if deemed appropriate.

Section 10. Discipline After Action by Tennessee Board of Architectural and Engineering Examiners

- A. This section shall apply to all cases in which the Tennessee Board of Architectural and Engineering Examiners (A&E Board) has disciplined a Society member.
- B. Upon receipt of a final order from the A&E Board indicating a Society member has been disciplined, the Executive Director shall forward the order to the President of the Society who shall appoint an Ethics Review Panel. The Panel shall consider the order and shall determine whether there is probable cause to believe an ethical violation occurred. If the Panel determines there is no probable cause to believe an ethical violation has occurred, the accused Society member shall be immediately notified and the Society file shall be closed on the matter.
- C. If the Panel determines there is probable cause to believe an ethical violation has occurred, the Panel shall direct the Executive Director to send the accused member a letter by certified mail, return receipt requested, explaining the following:
 - a. that the Panel has found probable cause to believe an ethical violation has occurred;
 - b. that the Panel seeks to utilize the investigation materials obtained by the A&E Board in its investigation;
 - c. that the member may consent to the use of the A&E Board's investigative materials or may request an independent investigation;
 - d. that upon receipt of permission to use the A&E Board's investigative materials or upon completion of an independent investigation a hearing will be scheduled to consider the member's case;

- e. that during the hearing the Panel will proceed according to the procedures for hearing set forth in Part 17, Section 7 of these Operating Procedures, and final action by the Board shall be according to Part 17, Section 8 of these Operating Procedures; and,
 - f. that if the member does not appear at the hearing, the Society will impose sanctions commensurate with the violation and the discipline imposed by the A&E Board.
- D. The Panel and the Board shall proceed according to Part 17, Sections 7 and 8 of these Operating Procedures for purposes of the hearing and final Board action.

PART No. 18 – AMENDMENTS


Section 1. These Operating Procedures may be amended by an affirmative vote of two-thirds majority of the entire Board, so long as the subject of the amendment was previously distributed to the members of the Board at least fifteen (15) days in advance of the meeting at which such amendment shall be considered. Votes on amendments may also be made electronically.

Section 2. Due to the quickly changing nature of legislative issues, unless specifically directed otherwise at the time of approval, the Executive Committee of the Society shall be empowered to make minor modifications to the wording of a position or operating procedure, providing it remains consistent with the position originally taken. Such action taken by the Executive Committee shall be reported to the Board of Directors at the next meeting of the Board.

PART No. 19 – EFFECTIVE DATE

Section 1. These Operating Procedures shall become effective upon its adoption in the manner prescribed for voting on amendments and thereupon any previous Operating Procedure and prior amendments thereto are repealed.

Adopted: December 6, 2007



Secretary, Tennessee Society of Professional Engineers