

# TENNESSEE SOCIETY of PROFESSIONAL ENGINEERS (TSPE)

## BYLAWS

### 1. FISCAL AND ADMINISTRATIVE YEARS

- 1.1 The fiscal year of the Tennessee Society of Professional Engineers (hereinafter “the Society”) and its units shall begin on July 1 of a year and extend through June 30 of the following year.
- 1.2 The administrative year of the Society and its units shall be coincident with the fiscal year.

### 2. BOARD OF DIRECTORS

- 2.1 The Board of Directors (hereinafter “the Board”) shall be comprised of the elected officers of the Society as described in the Constitution, and state directors who represent the membership of the Society to the Board.
- 2.2 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.
- 2.3 The Board shall provide for and superintend the publication and distribution of all proceedings and transactions of the Society.
- 2.4 The Board shall be empowered to invest and re-invest such funds as may be available for the creation of a reserve fund. Expenditures from the reserve fund which are for purposes other than investment or re-investment shall require approval of three-fourths (3/4) of the members of the Board.

### 3. MEETINGS

- 3.1 The Society shall hold a state meeting annually following the election of the officers for the next year, and as near as possible to the beginning of the new administrative year.
- 3.2 The Board shall hold a regular meeting at the time of the Annual Meeting, and at least once each quarter thereafter.
- 3.3 The Board shall hold special meetings at the call of the president, or on the petition of twenty-five (25) percent of the directors.
- 3.4 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.
- 3.5 The order of business at meetings of the Board shall be determined by the president, subject to approval of the Board.
- 3.6 *Robert’s Rules of Order, Latest Revision*, shall govern the parliamentary procedure of the meetings.

## **TSPE Bylaws** (continued)

- 3.7 Unless otherwise restricted by the Constitution or Bylaws, a Board member 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 by the member designating to whom and for what duration or specific matters such proxy is granted.
- 3.8 If the number of Board members present at a Board meeting is less than a 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, then the president shall declare the existence of a quorum, and the full agenda of issues may be discussed and decided.
- 3.9 As provided in the Constitution, 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.

### **4. BALLOTING OF THE BOARD**

- 4.1 The president may at any time direct the secretary to submit any question to the members of the Board by means of a ballot.
- 4.2 At any meeting where one or more members of the Board is absent, and upon direction of the majority of the members of the Board present, the secretary shall submit any question to the members of the Board by means of a ballot.
- 4.3 The question shall be decided by those votes received within fifteen (15) days of the transmission of the ballots, provided votes are received from at least two-thirds ( $2/3$ ) of the total membership of the Board.
- 4.4 The secretary shall record the following information in the minutes of the meeting in which a ballot is directed: the date of the transmission, the due date for the return of the ballots, and the names, votes, and dates received of all members voting. The secretary shall notify all members of the Board of the results within seven (7) days of the due date.

### **5. OFFICERS**

- 5.1 The duties of the officers of the Society shall be:
- 5.1.1 **President** – The president shall preside at all meetings of the Society, the Board, and the Executive Committee, and shall be an ex-officio member of all committees except the Nominating Committee; shall appoint the chairs of all committees except as otherwise specified in the Constitution and Bylaws; and shall have general direction of the business of the Society.

## **TSPE Bylaws** (continued)

- 5.1.2 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 examination of the Society and the development of plans for the following year.
- 5.1.3 Vice President – 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.
- 5.1.4 Treasurer – It shall be the duty of the treasurer to manage all money and records of accounts of the Society, making an annual report of receipts and disbursements of the Society, and shall serve as Chair of the Budget Committee.
- 5.1.5 Secretary – The secretary shall prepare the minutes and records of the Society; perform such duties as may be required by law; and shall perform other such duties as enumerated in the Constitution and these Bylaws.
- 5.1.6 Past President – The past president shall serve as the chair of the Nominating Committee.
- 5.1.7 National Director(s) – The national director(s) shall represent the Society to the Board of the National Society of Professional Engineers (hereinafter identified as the “NSPE”) and serve as liaison between the Society and the NSPE. They shall have additional duties as specified by the NSPE.
- 5.1.8 In addition to duties herein specifically enumerated, all officers shall perform such duties as may be assigned by the president or the Board.
- 5.2 On the first day of the administrative year following their election, the officers and directors of the Society shall take office, and the president-elect elected the preceding year shall become president.
- 5.3 In the event that the office of president becomes vacant during the administrative year, or that the president becomes unable to serve, the president-elect shall assume the office of president for the duration of the term and shall succeed to the office of president the next administrative year. Should the president-elect be unable to serve, the vice-president or the immediate past president, in that order, shall fill the office until the Board selects a successor to serve until the next election. A vacancy occurring in the office of president-elect shall remain vacant until the next regular election. Other vacancies in elected offices of the Society that occur shall be filled for the remainder of the term by appointment of the Board.

## **6 EXECUTIVE DIRECTOR**

- 6.1 Under the supervision of the president, the Executive Director shall implement the programs of the Society as established by the Board.

## **TSPE Bylaws** (continued)

- 6.2 The Executive Director shall:
  - 6.2.1 Keep an accurate record of the operations of the Society, conduct correspondence, maintain all official papers and records of the Society, and perform such other duties as ordered by the president or the Board.
  - 6.2.2 Receive all monies paid to the Society, except special funds that are in the custody of the treasurer, and make such disbursements as are properly approved.
  - 6.2.3 Keep the Board and the 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.
  - 6.2.4 Promote membership in the Society.
  - 6.2.5 Act as liaison between the Society and the chapters and other professional organizations.
  - 6.2.6 Manage the headquarters office and staff.
- 6.3 At the Annual Meeting, the Executive Director shall submit a report covering the activities of the Society during the preceding administrative year.

### **7. PRACTICE DIVISIONS**

- 7.1 The Board may authorize the establishment of practice divisions, which must operate under the Constitution and Bylaws of the Society.
- 7.2 The purpose of the practice divisions is to provide effective opportunities for discussion and united action by the members grouped according to type of professional employment.
- 7.3 When a practice division considers it necessary to promote or forward a special objective, it may petition the Board for funding for that activity.
- 7.4 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. An annual report outlining the activities of the practice division for that year shall be made to the Board.
- 7.5 The Board may dissolve any practice division upon either the request of that practice division or at the discretion of the Board.

### **8. CHAPTERS**

- 8.1 A chapter may be organized within the provisions of the Constitution of the Society.

## **TSPE Bylaws** (continued)

- 8.2 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 findings to the Board.
- 8.3 Upon approval of the petition by the Board, the proposed chapter shall draft and submit to the Board for approval a constitution and bylaws.
- 8.4 Upon approval of the constitution and bylaws of a new chapter, a charter signed by the president and secretary of the Society shall be issued.
- 8.5 Before the end of the Society's administrative year, each chapter shall elect a president, vice president, secretary, treasurer (or secretary-treasurer), state directors (see Bylaw 2.2), and such other officers as the chapter shall see fit. The secretary of each 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 chapter.
- 8.6 Each chapter secretary shall assure that a current copy of the constitution and bylaws of that chapter is on file with the Society.
- 8.7 The Board may authorize and issue charters for student chapters in conformance with the process specified in these bylaws for regular chapters. Rules and regulations for the organization and operation of student chapters shall conform to the policies of the NSPE.
- 8.8 Before the end of the administrative year of the Society, each student chapter shall elect a president, vice president, secretary, treasurer (or secretary-treasurer), 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.
- 8.9 Each student chapter secretary shall assure that a current copy of the constitution and bylaws of that student chapter is on file with the Society.
- 8.10 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 constitution or bylaws. 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.

## **9. NOMINATIONS AND ELECTIONS**

- 9.1 On or before December 1, the Nominating Committee shall request from each chapter president a list of suggested nominees for the offices of president-elect, vice president, national directors, secretary, and treasurer of the Society. A timetable describing the complete nomination and election process shall be included with the request.

## **TSPE Bylaws** (continued)

- 9.2 The Nominating Committee shall propose at least one candidate for each elective office. The chair of the Nominating Committee shall report the names of the nominees to the secretary of the Society by January 20. 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.
- 9.3 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 NSPE member number of each petitioner. The petition shall be delivered to the chair of the Nominating Committee for validation no later than February 25.
- 9.4 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.
- 9.5 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.
- 9.6 The secretary of the Society shall promptly deliver all ballots to the Tellers Committee. The Tellers Committee shall validate and count the ballots and report to the secretary of the Society no later than April 25 the number of votes cast for each nominee. The nominee for each office receiving the greatest number of votes cast for such office shall be declared elected to that office.
- 9.7 The secretary shall transmit the results of the election to the Board, the officers-elect, and the chapters no later than April 30. The election results shall be published in the next issue of the publication of the Society.

## **10. DUES**

- 10.1 Dues become due and payable no later than January 1 of each calendar year.
- 10.2 The amount of chapter dues shall be determined by the Board of the chapter.
- 10.3 The NSPE shall handle all dues billings and collections and shall remit state and chapter portions to the state and respective chapters.
- 10.4 The NSPE shall be notified of any changes in Society and chapter dues no later than May 1.

## **TSPE Bylaws** (continued)

### **11. COMMITTEES**

- 11.1 The standing committees of the Society shall consist of those following:
- Society Development (including membership and registration)
  - Nominating
  - Budget
  - Meetings
  - Scholarship and Awards
  - Communications and Public Relations
  - Legislative and Government Affairs
  - MATHCOUNTS
  - Continuing Education
- 11.2 Special task forces shall be appointed at the discretion of the president or the Board.
- 11.3 In the appointment of standing committees, it shall be the policy that the committee members 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.
- 11.4 All committees shall submit a written annual report to the Board or as otherwise directed by the president.
- 11.5 No committee shall commit the Society financially or otherwise without specific authorization from the Board.

### **12. BUDGET**

- 12.1 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 March 15. New programs submitted shall include estimated total costs and estimated costs per member. Copies of the budget proposal shall be mailed to the members of the Board and chapter presidents at least thirty (30) days prior to the meeting of the Board.

### **13. AMENDMENTS**

These Bylaws, or any part thereof, may be amended by an affirmative vote of a simple majority of the entire Board, so long as the subject of the amendment was previously distributed to the members of the Board at least twenty (20) days in advance of the meeting at which such amendment shall be considered. Any member of the Board unable to attend such a meeting may submit a vote on the amendment in writing to the secretary, and such vote shall be counted.

**TSPE Bylaws** (continued)

**14. EFFECTIVE DATES**

Adopted 29 April 2000

Last Amended 29 April 2000