

TENNESSEE SOCIETY of PROFESSIONAL ENGINEERS (TSPE)

CONSTITUTION

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, defense, and representation of the professional interests of all engineering professionals in the State of Tennessee as a social, political, and economic influence vital to the health, safety, and welfare of our fellow citizens.

ARTICLE I

NAME, ORGANIZATION, AND AFFILIATION

- Section 1. The name of this organization shall be the “Tennessee Society of Professional Engineers,” hereinafter identified as “the Society.”
- Section 2. The Society shall be incorporated as a non-profit professional and educational organization under the laws of the State of Tennessee.
- Section 3. The Society shall be a Member State Society of the National Society of Professional Engineers, hereinafter identified as “the NSPE.”
- Section 4. The Society subscribes to and supports the Code of Ethics of the NSPE.

ARTICLE II

MISSION AND CORE VALUES

- Section 1. The Mission of the Society is to promote the ethical and competent practice of engineering; to advocate licensure; to serve the needs of and enhance the image and well-being of all engineering professionals; and to promote the involvement of engineers in society.
- Section 2. The Core Values of the Society are service to the public through promotion of the public health, safety, and welfare; advocacy of the engineer’s role, contributions, and obligations to society; fulfillment of member and chapter needs; and influencing public policy in support of the Society’s mission.

ARTICLE III

MEMBERSHIP

- Section 1. Individual membership shall consist of those current members of the NSPE who apply for membership in the Society. Grades of membership shall be defined by the NSPE.
- Section 2. The Society may establish categories of non-voting membership.
- Section 3. Voting privileges shall be as defined by the NSPE.
- Section 4. Only Licensed Members may hold elective office at the State level in the Society.
- Section 5. The Society may take such disciplinary actions against its members as it deems appropriate.

**ARTICLE IV
ADMINISTRATION**

- Section 1. The Society shall be administered by a Board of Directors, hereinafter identified as “the Board.” The Board shall determine all questions of policy and shall administer the affairs of the Society under this Constitution and the general provisions of the laws under which it is incorporated.
- Section 2. The Board shall prepare and adopt the Bylaws of the Society that shall further define the operation of the Society under this Constitution.
- Section 3. Such committees as may be appropriate shall be established by the Board as provided in the Bylaws of the Society.
- Section 4. The Board shall consist of the elected officers of the Society as described in this Constitution, one State Director elected or appointed by each chapter, and such other State Directors as provided for in the Bylaws of the Society.
- Section 5. A simple majority of the Board members shall constitute a quorum of the Board. An affirmative vote of a simple majority of Board members voting at any regular or special meeting shall be required to pass a motion consistent with the Constitution and Bylaws of the Society. The president shall vote only when necessary to break a tie.
- Section 6. The Board shall have authority to decide upon any question by means of a ballot directed to all members of the Board. Procedures for voting by ballot shall be specified in the Bylaws of the Society.
- Section 7. The Board shall direct the investment and care of the funds of the Society, shall adopt an annual budget and shall make appropriations for other specific purposes.
- Section 8. No members of the Board shall receive a salary or compensation from the Society, except for expenses incurred on behalf of the Society and approved by the Board.
- Section 9. 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 that the Executive Committee’s acts are within the provisions of the Constitution and Bylaws of the Society. All acts of the Executive Committee shall be reported to the Board.
- Section 10. A simple majority of the Executive Committee shall constitute a quorum.
- Section 11. The Board is authorized to employ an executive director.
- Section 12. The executive director shall attend meetings of the Board, but shall not be a member of the Board.
- Section 13. The executive director shall be bonded at the expense of the Society for such amount as may be determined by the Board.

**ARTICLE V
OFFICERS**

- Section 1. The officers of the Society shall be the president, the president-elect, the vice-president, the secretary, the treasurer, the most recent available past president, and a number of National Director(s) as specified by the NSPE.
- Section 2. The Society shall be represented on the Board of Directors of the NSPE by the National Director(s).
- Section 3. The president-elect, the vice-president, the secretary and the treasurer shall be

TSPE CONSTITUTION (continued)

elected for a term of one (1) year. The term of elected service for the office of National Director(s) shall be three (3) years. In the event of more than one National Director, their terms shall be staggered insofar as possible.

- Section 4. The duties, manner of election, and procedure for treating vacancies in the aforesaid positions shall be specified in the Bylaws of the Society.
- Section 5. The Society will indemnify and hold harmless the officers, directors, committee persons, and staff of the Society and its organizational units in connection with their authorized activities on behalf of the Society.

ARTICLE VI

NOMINATIONS AND ELECTIONS

- Section 1: A nominating committee shall have responsibility for presenting a slate of nominees for the various offices of the Society.
- Section 2. The Nominating Committee shall consist of the following persons:
- a. The most recent available past president of the Society, who shall serve as Chairman of the Committee.
 - b. A member from each Chapter.
- Section 3. Members of the Nominating Committee shall be Licensed Members of the Society.
- Section 4. 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.
- Section 5. No member of the Nominating committee shall be eligible for nomination by the Nominating Committee.
- Section 6. 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.

ARTICLE VII

PRACTICE DIVISIONS

- Section 1. To further the objectives of the Society, Practice Divisions may be created, organized, governed, and dissolved as specified in the Bylaws of the Society.

ARTICLE VIII

CHAPTERS

- Section 1. The membership of the Society shall be organized into Chapters whose purpose is to carry on the authorized programs of the Society and to represent to the Society the interests of its specific members.
- Section 2. 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. The Board shall have authority to charter and dissolve chapters as provided in the Bylaws of the Society.
- Section 4. Each chapter shall adopt such constitution and bylaws for its operation as it may deem necessary and proper, provided that nothing contained therein shall in any way contravene the Constitution or Bylaws of the Society.
- Section 5. Chapters shall engage only in such activities as are consistent with professional

TSPE CONSTITUTION (continued)

ethics and ideals.

- Section 6. Chapters shall retain full autonomy in matters of local concern not covered by the Constitution and Bylaws of the Society.
- Section 7. Each chapter shall be represented on the Board and on the committees of the Society as provided in the Constitution and Bylaws of the Society.
- Section 8. No chapter shall in any way contract any debt or obligation on behalf of the Society unless expressly authorized by the Board.
- Section 9. The fiscal and administrative years of the chapters shall be concurrent with those of the Society.
- Section 10. Student Members of the Society may be organized into student chapters.

ARTICLE IX

DUES

- Section 1. The dues of the Society shall be determined by the Board as provided in the Bylaws of the Society.
- Section 2. The Board shall determine the procedure for billing and collecting dues.

ARTICLE X

MEETINGS

- Section 1. The Society shall hold an Annual Meeting at such time and place as shall be selected by the Board. The Annual Meeting shall be open to all members.
- Section 2. Special meetings of the Society shall be called by the president on order of the Board or upon petition by at least ten (10) percent of the voting members of the Society within thirty (30) days from date of receipt by the president of such order or petition.

ARTICLE XI

HEADQUARTERS

- Section 1. The headquarters of this Society shall be at such location as designated by the Board.

ARTICLE XII

BYLAWS

- Section 1. The Bylaws of the Society may be amended by an affirmative vote of two-thirds of the entire Board. The text of the proposed amendment must have been distributed to the members of the Board at least twenty (20) days before the meeting at which the amendment is to be considered. Any member of the Board unable to attend such a meeting of the Board may submit his or her vote on the amendment in writing to the secretary of the Society, and such written vote shall be counted.

TSPE CONSTITUTION (continued)

ARTICLE XIII

DISSOLUTION OF SOCIETY

- 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, corporation or other organization, 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 foregoing 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 XIV

AMENDMENTS

- Section 1. Amendments to this Constitution may be proposed by:
- (a) two-thirds of the entire Board; or
 - (b) a petition signed by at least fifteen (15) percent of the voting members of the Society; or
 - (c) a simple majority vote of the Board members at a meeting of the Board, provided that 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, 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. The secretary shall allow forty-five (45) days for the return of ballots.
- Section 5. Amendments shall become effective only upon the affirmative vote of two-thirds of the votes cast, provided that twenty-five (25) percent of the members eligible to vote return their ballot.

ARTICLE XV

EFFECTIVE DATE

- Section 1. This constitution shall become effective upon its adoption in the manner herein prescribed for voting on amendments, and thereupon the previous constitution and prior amendments thereto are repealed.

Adopted 14 July 2000

Last Amended _____