

NORTH PIEDMONT CHAPTER
of the
PROFESSIONAL ENGINEERS of NORTH CAROLINA
BYLAWS & OPERATING PROCEDURES

CHAPTER BYLAWS

PREAMBLE

Recognizing that service to the public, to the state and to the profession is a fundamental obligation of the professional engineer, the North Piedmont Chapter of the Professional Engineers of North Carolina does hereby dedicate itself to the promotion and protection of the profession of engineering as a social and economic influence vital to the health, safety and welfare of the community, the state of North Carolina, the United States of America and all mankind.

BYLAW 1 – NAME OF THE ORGANIZATION

Section 1. The name of this organization shall be the North Piedmont Chapter, hereinafter called the Chapter.

Section 2. The Chapter shall be a member society of the Professional Engineers of North Carolina (PENC) that is incorporated as a nonprofit organization under the laws of the state of North Carolina, hereinafter called the State Society, or PENC.

Section 3. The Chapter and its members subscribe to the National Society of Professional Engineers, a national organization of like aims and purposes, hereinafter called the National Society, or NSPE.

Section 4. The Chapter subscribes to and supports the Code of Ethics of the National Society of Professional Engineers.

BYLAW 2 - OBJECTIVES

Section 1. The objectives of the Chapter shall be in harmony with and support those of PENC and NSPE and shall be to:

- a. Advance and promote the public health, safety and welfare.
- b. Advance the professional, social and economic interests of the profession.
- 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 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.

BYLAW 3 – CHARTER

Section 1. The State Society Board of Directors has authorized and chartered this Chapter, defining its geographical boundaries as follows:

The North Piedmont Chapter shall include the North Carolina counties of Rockingham, Caswell, Guilford, Alamance and Randolph.

Section 2. The Chapter shall engage only in such activities as are consistent with the Preamble and Objectives – Bylaw 2. Such activities shall be restricted to the territory, for which this Chapter is chartered, except as the State Society Board may authorize.

Section 3. In all matters of local concern, the Chapter shall retain full autonomy, but may call upon the State and National societies for advice, counsel and assistance.

Section 4. The Chapter shall be represented on the State Society Board and on the committees of the State Society as provided in the Bylaws of the State Society.

Section 5. The Chapter shall not contract any debt or obligation on behalf of the State Society unless expressly authorized by the State Society Board of Directors.

BYLAW 4 - MEMBERSHIP

Section 1. Criteria for membership shall be prescribed by the Bylaws of the State Society.

BYLAW 5 – DUES

Section 1. The dues of the Chapter shall be the amount as set by the chapter, and as appropriate, approved by the State Society Board of Directors.

Section 2. The schedule and conditions for dues payment, delinquency, dropping from membership and re-instatement shall be determined by the State Society, in coordination with National Society fiscal policy.

BYLAW 6 - OFFICERS

Section 1. The officers of the Chapter shall consist of the president, president-elect, secretary*, treasurer*, immediate past president, and three (3) directors. The president-elect shall also serve as the chapter governor. (*These positions may be combined in one office.)

Section 2. The president-elect, 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. Directors are elected for a three year term. The terms are staggered so that one new director is elected each year while the other two directors have remaining terms of one and two years.

Section 3. 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 geographical territory of the Chapter and membership in the State Society. Furthermore, the president-elect and president must be licensed professional engineers in North Carolina in good standing.

Section 4. The duties of the officers shall be as defined in the operating procedures.

Section 5. 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 6. 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. The Board shall appoint a member to fill a vacancy occurring in any other position through motion by the Board. Any vacancy shall be filled for the un-expired term of the officer being replaced.

BYLAW 7 – SELECTION OF OFFICERS

Section 1. Nominations for elective offices shall be made by the Nominating Committee or by petition signed by 10 percent of the members eligible to vote or 10 such members, whichever is less.

Section 2. The Nominating Committee shall be comprised of the most recent available past president as its chair, and a minimum of two other members as set forth in the operating procedures.

Section 3. The Nominating Committee shall canvass the chapter for candidates for office and shall offer one or more nominations for each office. No one who is a member of the Nominating Committee shall be eligible for nomination to office.

Section 4. The Nominating Committee shall report the names of nominees, together with a brief biographical sketch of each nominee, to the secretary by April 1st.

Section 5. Nominations by petition must be delivered to the secretary by April 1st. Nominees, by petition, may include members of the Nominating Committee.

Section 6. When there is only one nominee for an office, the nominee shall be appointed to the office without an election. Whenever there is more than one nomination made for any office to be filled, the Secretary shall prepare an official ballot that shall be mailed to each voting member in good standing on or before April 15th. The official ballot shall contain a listing of all offices to be filled and the nominations therefore. Voting shall be limited to these nominations for office.

Section 7. Election of officers shall be made annually by a plurality vote on individual letter or electronic ballots sent to all voting members of the Chapter in good standing. (Chapters may wish to consider inclusion of some authority for the secretary to cast a vote electing the slate of candidates whenever the officers are uncontested.) Procedures for collecting and counting ballots shall be defined in the Operating Procedures.

Section 8. 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.

BYLAW 8 - ADMINISTRATION

Section 1. The Officers will constitute the Chapter Board of Directors (Board). The Board shall determine all questions of policy and shall administer the affairs of the Chapter 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 or Order shall be the parliamentary authority for conducting votes and administering the society.

Section 3. A 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 not inconsistent with the Bylaws of the Chapter. The president shall vote only when necessary to break a tie.

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 Chapter 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 Chapter, except for expenses incurred on behalf of the Chapter as approved by the Board.

Section 7. The administrative and fiscal year of the Chapter shall be the same as the administrative and fiscal year of the State Society.

Section 8. 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.

BYLAW 9 - MEETINGS

Section 1. The Chapter shall normally hold eight (8) meetings per year, but no more than nine (9) and no less than six (6) meetings per year, at such time and place as may be selected by the Board, which meeting shall be open to all members and their guests.

Section 2. Special meetings of the Chapter shall be called by the president, on a two-thirds vote of the Board or upon petition by 10 members of the Society, or 10 percent of the membership, whichever is less.

BYLAW 10 – YOUNG ENGINEERS ADVISORY COUNCIL

Section 1. To further the objectives of the Chapter, 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.

BYLAW 11 - COMMITTEES

Section 1. Such committees as may be appropriate shall be established as provided in the Operating Procedures.

Section 2. The duties of committees shall be defined by the President and approved by the Board.

Section 3. Appointments to committees shall be made as set forth in the Operating Procedures.

BYLAW 12 - AMENDMENTS

Section 1. Amendments to these Bylaws may be proposed by: (a) a majority vote of the entire Board; or (b) a petition signed by not less than 10 percent of the members of this Chapter or 10 such members whichever is smaller.

Section 2. An amendment to these Bylaws shall become effective upon the affirmative vote of two-thirds of the Board. A minimum of 15 days must pass between the presentation of the amendment proposal to the Board and the vote to approve or disapprove the amendment proposal.

Section 3. An amendment to the Operating Procedures shall become effective upon the affirmative vote of the majority of the Board. A minimum of 7 days must pass between the presentation of the amendment proposal to the Board and the vote to approve or disapprove the amendment proposal.

BYLAW 13 – SAVINGS CLAUSE

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

BYLAW 14 - DISSOLUTION

Section 1. The Society shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of said funds shall inure, or be distributed, to the members of the Chapter. On dissolution of the Chapter, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board. Any residual shall be contributed to the State Society.

BYLAW 15 - EFFECTIVE DATE

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

Adopted: August 1, 2004

Last Amended: June 16, 2004

OPERATING PROCEDURES

OP No. 1 - MEMBERSHIP

Section 1. Membership applications may be received at either the National, State or Chapter level. The Chapter Secretary shall review application for membership at the Chapter level. If deemed eligible by the Secretary, the applicant shall be added to the rolls.

Section 2. Membership in the Chapter 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 Chapter's policies and procedures relating to handling of alleged violations.

Section 3. Violation of the State or Chapter Bylaws and Operating Procedures, NSPE Constitution & Bylaws or of the Code of Ethics, or criminal conviction shall be considered as just cause for discipline as hereinafter provided.

OP No. 2 - DUES

Section 1. Annual dues shall be collected by NSPE in accordance with NSPE and PENC policies.

Section 2. Meeting dues may be collected by the chapter from members attending monthly meetings and special events, as determined by the Chapter Board of Directors.

OP No. 3 - FISCAL AND ADMINISTRATIVE YEARS

Section 1. The fiscal year of the Chapter shall be from July 1st through June 30th.

Section 2. The administrative year of the Chapter shall be from July 1st through June 30th.

OP No. 4 - BOARD OF DIRECTORS

Section 1. The Board of Directors shall have the direction and general supervision of all matters pertaining to the Chapter. It shall adopt and monitor a budget and shall audit the accounts of the treasurer not less than once a year. An independent audit of the accounts of the treasurer may be ordered by motion of the Board.

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

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. The Board shall hold regularly scheduled meetings. It shall hold special meetings at the call of the president or on the petition of 25 percent of the board of directors.

Section 5. A notice of each meeting of the Board shall be transmitted in writing or electronic mail to each member of the Board at the member's last recorded address at least 10 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.

OP No. 5 - 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. Upon direction of the majority of the members of the Board present at any meeting, where less than all members of the Board are present, the secretary shall submit any question to the members of the Board by means of a letter or electronic ballot.

Section 3. In the event of any meeting at which less than all members of the Board are present and the majority vote on any question constitutes less than a majority of all members of the Board, any member of the Board may direct the secretary to submit the question to all members of the Board by means of a letter or electronic ballot.

Section 4. A majority of all votes received within 15 days of the mailing of the ballots shall decide the question, provided votes are received from at least two-thirds of the total membership of the Board.

Section 5. The secretary shall record as a part of the minutes of the appropriate meeting the data concerning each letter ballot, including the dates of the mailing and 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 three weeks of the date of the original action.

OP No. 6 – ELECTIONS

Section 1. If the bylaws require an election of officers the Secretary shall conduct chapter elections by either the method outlined in Section 1a or the method outlined in Section 1b:

Section 1a. Combined chapter and state ballot:

1. The Secretary shall prepare the official chapter ballot and submit the ballot to the PENC Executive Director (or designee) by March 1st for inclusion on the state-wide PENC ballot.
2. Ballots shall be collected and tallied by the PENC office in accordance with PENC Bylaws and Procedures. PENC shall verify the eligibility of members to vote in the Chapter elections. The results of the Chapter elections as reported by PENC shall be accepted as final without review.
3. The PENC Executive Director (or designee) shall notify the Secretary of the results of the Chapter elections, and the Secretary shall transmit such information to the officers, officers-elect and chapter members, on or before June 15th. The Secretary shall publish the results in the next issue of the Society publication.

Section 1b. Independent chapter ballot:

1. The Secretary shall prepare and distribute the official ballot for election to all members of the Chapter eligible to vote. Ballots shall be distributed allowing a minimum of 21 calendar days between the date of distribution and the date that the ballots are due back to the Chapter for tallying. The ballot shall include instructions for returning the ballot to the Secretary.
2. A valid ballot shall be one, which is returned to the secretary in an envelope bearing a postmark date on or before April 1st, which date shall be specified on the ballot, and which bears the signature of the member in the designated space.
3. The Board shall appoint a Tellers Committee of no less than three chapter members, none of whom are nominees on the ballot.
4. The secretary shall promptly deliver unopened valid ballots to the Tellers Committee, which shall canvass the ballots and report the number of votes cast for each nominee to the secretary on or before June 1st. The secretary shall transmit such information to the officers, officers-elect and chapters on or before June 15th and publish the results in the next issue of the Society publication.

Section 2. The appointment and/or election of chapter officers shall be completed on or before June 15th of each year. The officers shall assume their duties on the first day of the administrative year and shall hold office until their respective successors assume such duties.

Section 3. Chapter subgroups such as practice divisions and the Young Engineers Advisory Council may elect a subgroup chair and chair-elect. The procedures for nomination and election to these positions shall be established in the subgroup's procedures. The subgroup chair and chair elect shall have no authority on the chapter Board of Directors.

OP No. 7 - OFFICERS

Section 1. President -- The president shall preside at all meetings of the Chapter and of the Chapter Board of Directors; shall be, ex-officio, a member of all committees; shall appoint chairs and members of all committees; and have general direction of the business of the Chapter. The President shall exercise supervision over the operations of the Governor, 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 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 be the chairman of the Chapter Programs Committee.

Section 3. Treasurer -- It shall be the duty of the treasurer to protect all money and records of account of the Chapter, make an annual report of receipts and disbursements to the Chapter; give such security, to secure the faithful discharge of duties as may be determined from time to time by the Board. The fee for security shall be paid out of the treasury of

the Society. At the expiration of the term of office, all books, papers, and money belonging to the Chapter shall be turned over to the successor treasurer, who shall give the preceding treasurer a receipt therefore.

Section 4. Secretary -- The secretary shall distribute all meeting notices, including the President's agenda for the meeting, record proper proceedings of meetings and perform such duties as are required by law, or assigned by the Board.

Section 5. Governor--The Governor shall keep an accurate record, and have custody, of all official papers and records; call the meeting to order in the absence of the president, president-elect and vice presidents; issue all calls and notices ordered by the president or the Board; submit at the Annual Meeting a written report covering the duties and activities of the position, including a statement of the membership of the Chapter; give security, to be paid out of the treasury of the Chapter, to secure the faithful discharge of assigned duties; receive such salary as the Board shall determine; and have such other duties and prerogatives as the Board may assign. At the expiration of service, the Governor shall turn over to a designated successor all books, documents and other property of the Chapter in the custody of the Governor, receiving a receipt therefore.

OP No. 8 - COMMITTEES

Section 1. Chapter Program Committee – The program committee will be chaired by the President-Elect and shall have the responsibility for arranging and organizing the chapter meetings. The content of meetings shall be relevant to the practice of engineering. Meeting topics shall be selected that meet the chapter goals established by the Board. The principal meeting goal should be to provide a continuing education opportunity for members.

Section 2. Additional Standing Committees of the Chapter shall be as set forth by the Board. The following committees should be considered:

- Professional Development
- Legislative and Government Affairs
- Ethics and Practices
- Engineers Week
- Honor Awards
- Public Policy
- Community Leadership
- Public Image & Publications (official magazine or newsletter)
- Membership
- Chapter Activities
- Budget and Finance
- Nominating
- Policy Review
- MATHCOUNTS

(Some of these functions may be combined into one committee.)

Section 3. Each of the standing committees shall consist of members appointed annually by the president, who shall also designate the chair of each committee.

Section 4. Each standing committee shall inform the Board of its activities at least once each year, or as otherwise directed by the president.

Section 5. The president shall appoint such other special committees as may be desirable for the conduct of the business of the Society.

Section 6. No committee shall commit the Chapter to any obligation without specific authorization from the Board.

OP No. 9 – YOUNG ENGINEERS ADVISORY COUNCIL

Section 1. All Chapter members who are 35 years old or younger at the beginning of the administrative year shall be members of the Chapter's Young Engineers Advisory Council (YEAC). Only those members who are voting members of the Chapter shall be voting members of the Young Engineers Advisory Council.

Section 2. The Young Engineers Advisory Council shall provide effective forums for discussion and united action for issues related to the professional employment and development of young engineers. The goal of the Young Engineers

Advisory Council shall be improved professional development and recognition, improved conditions of employment, and other matters of mutual benefit.

Section 3. The Young Engineers Advisory Council shall establish Operating Rules that shall govern their activities. These Operating Rules and any changes thereto shall receive approval by the Board before becoming effective.

Section 4. The officers of the Young Engineers Advisory Council shall include a chair, chair-elect, the immediate past chair, and such other officers as determined by the Council and approved by the Board.

Section 7. When considered necessary for promoting or forwarding its special objectives, the YEAC may establish a fund for that purpose, to be maintained in the treasury of the Chapter. 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 the membership and the executive board. An annual report outlining the YEAC's activities for the year, including financial statement and officers, shall be made to the Board.

Section 9. All actions by the Young Engineers Advisory Council shall be consistent with the policies of the Chapter and State Society.

OP No. 10 - MEETINGS

Section 1. The Annual Meeting of the Chapter shall be held as ordered by the Board for receiving the annual reports and the transaction of any other business. All members of the Chapter and State Society are welcome at this meeting.

Section 2. Periodic and/or special meetings of the Board, called as provided for in the Bylaws shall be meetings open to all members of the Chapter. 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 3. 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 4. Robert's Rules of Order (revised) shall govern matters of parliamentary procedure of the Chapter.

OP No. 11 - OFFICIAL PERIODICAL

Section 1. The Chapter shall publish an official periodical to be known as "Chapter Meeting Notice". This publication shall be produced on a monthly basis and shall be distributed to all members of the Chapter, either via mail or electronically. Publication may be suspended during summer months when there is no chapter meeting. 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.

OP No. 12 - DISCIPLINE

Charges or complaints of alleged violations of the Code of Ethics or of laws and regulations governing the profession should be filed in writing by anyone having factual knowledge of the matters; charges concerning the NSPE Constitution and Bylaws or Society Bylaws shall be filed by a member in good standing. Each member is responsible to render written reports of factual knowledge of alleged violations of the Code of Ethics. Such charges shall be filed with the secretary or with the chair of the Ethics and Practices Committee of the State Society.

OP No. 13 - EFFECTIVE DATE

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

Adopted: August 1, 2004
Last Amended: June 16, 2004