

MARYLAND SOCIETY OF PROFESSIONAL ENGINEERS BYLAWS

PREAMBLE (MISSION STATEMENT)

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

BYLAW 1 – NAME OF THE ORGANIZATION

Section 1. The name of this organization shall be the Maryland Society of Professional Engineers, Inc. hereinafter called the Society or MDSPE.

Section 2. The Society is incorporated as a nonprofit organization under the laws of the state of Maryland.

Section 3. The Society is a member state society of the National Society of Professional Engineers, a national organization of like aims and purposes, hereinafter called NSPE. The Society shall participate actively in all NSPE Meetings and other state/NSPE functions and activities.

Section 4. The Society subscribes to and supports the Code of Ethics of NSPE.

BYLAW 2 - OBJECTIVES

Section 1. The objectives of this Society shall be to:

- a. Advance and promote the public health, safety and welfare.
- b. Advance the professional, social and economic interests of the professional engineer.
- c. Strive throughout the profession to make licensure more meaningful in terms of acknowledgment of individual achievement in engineering as reflected by education and practice, and encourage all qualified engineers to seek legal status through licensure.
- d. Unite all qualified engineers of the state in one organization.
- e. Stimulate and develop professional concepts among all engineers.
- f. Advance self-education and self-improvement, motivating practicing engineers to upgrade and expand their competence by continuing study, and conduct continuing education and professional development programs.
- 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 - MEMBERSHIP

Section 1. The membership grades shall coincide with those grades as set by NSPE and shall consist of Licensed Member, Member, Student Member, Grandfathered Member, Life Member, Retired Member, Affiliate Member, Associate Member and Honorary Member as defined by the Bylaws of NSPE (BL9).

Section 2. All members shall pay annual dues as set forth in the Operating Procedures (OPP2). A member's dues shall be current, as defined in the Organizational Procedures, for the member to receive the privileges and benefits of membership.

Section 3. Licensed Members, Members, Grandfathered Members, and Retired Members shall have voting privileges in the Society.

Section 4. All MDSPE members must also be members in NSPE if eligible.

Section 5. Should the licensure of a member be revoked for any reason, other than retirement from active practice, the person shall automatically cease to be a member of the Society.

Section 6. A member may be disciplined by the Society for cause as provided in the Society's Organizational Procedures (OPP15). In disciplinary matters, the Board of Directors, hereinafter the Board, may: (a) authorize joint action with other state societies; (b) waive jurisdiction to another state society; or (c) request the assistance of NSPE where, in the Board's judgment, the circumstances warrant.

BYLAW 4 - OFFICERS

Section 1. The officers of the Society shall consist of the President, Executive Vice President (President-Elect), Vice President Chair of Membership, Vice President Chair of Education, Vice President Chair of Legislative & Government Affairs, Secretary, Treasurer, NSPE Delegate, Alternate NSPE Delegate, and immediate Past President.

Section 2. The President, Executive Vice President (President-Elect), Vice President Chair of Membership, Vice President Chair of Education, Vice President Chair of Legislative & Government Affairs, Secretary, Treasurer and Nominating Committee Chair Person shall be elected annually. All Officers may be elected for a maximum term of three consecutive years. After one year of not serving in a position after a 3 year consecutive term, that person may be re-elected. The President-Elect shall remain until the President no longer is re-elected and automatically assume the presidency for the year following election.

Section 3. The NSPE Delegate and Alternate NSPE Delegate shall be elected bi-annually as defined by the Bylaws of NSPE (NSPE BL13 Section 1).

Section 4. 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 membership in good standing in the state Society.

Section 5. The duties of the officers shall be as defined in the Functional Organization Duties List by position as declared by the Board.

Section 6. The officers shall take office 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 7. In the event the President becomes unable to serve, the Executive Vice President (President-Elect) shall succeed the President and complete the term of office of the vacating President. The office of Executive Vice President (President-Elect) shall remain vacant until the next Annual Meeting, at which meeting an Executive Vice President (President-Elect) shall be installed. A vacancy occurring in any other position including members of the Board shall be filled through election by the Board, with the exception of the chair of each practice division who shall be selected by that division and the representative of each Chapter shall be selected by the Chapter. Any vacancy shall be filled for the un-expired term of the officer being replaced.

BYLAW 5 -ELECTIONS

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 50 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 designated by the Society President.

Section 3. The Nominating Committee shall canvass the membership, chapters, practice divisions and Young Engineers Advisory Council (if they exist) 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. The Secretary shall prepare an official ballot that shall be mailed or sent electronically to the last known address 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 Society in good standing. Procedures for collecting and counting ballots shall be defined in the Organizational Procedures (OPP7 Section 3).

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 6 - ADMINISTRATION

Section 1. The Board shall consist of the Officers set forth in Bylaw 4 plus one Board Member from each Chapter and Seven Board Members elected at large. The Board shall determine all questions of policy and shall administer the affairs of the Society under these Bylaws, Organizational Procedures and the general provisions of the law under which it is incorporated through the Society's President.

Section 2. The latest version of Robert's Rules of Order shall be the parliamentary authority for conducting votes and administering the society.

Section 3. Seven Board members present in person, representing at least two chapters, shall constitute a quorum. (In person means present physically, by proxy, or by teleconference or videoconference.) An affirmative vote of a majority of the Board members present in person or by proxy at any regular or duly called meeting shall be required to pass any motion. The President shall vote only if such vote would change the outcome.

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 Organizational Procedures (OPP7). 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. A Board Member may designate by written proxy in a form approved by the Board as set forth in the Organizational Procedures (OPP7).

Section 5. The Board shall direct the investment and care of funds for the Society and shall adopt an annual budget and make appropriations for other specific purposes.

Section 6. No member of the Board shall receive a salary or compensation from the Society, except for expenses incurred on behalf of the Society as approved by the Board. However, a Member of the Board may receive compensation for presenting seminars sponsored by the Society or by other societies.

Section 7. The Board may hire an Administrative/Public Relations Firm or employee (Executive Director), when the financial and other conditions warrant. Such firm or employee shall be contracted under the Administrative/Public Relations Annual Services Contract.

Section 8. The fiscal year of the Society is July 1st through June 30th as required by NSPE Bylaw 5. The administrative year of the Society shall be as determined by the Board.

Section 9. The Board shall determine the location of the Headquarters of the Society.

Section 10. The Board shall develop written Operating Procedures, which shall become effective, be amended or be rescinded upon a majority vote of the Board, unless otherwise indicated by the Board.

Section 11. Board members who have not attended in person at least 50% of the Board meetings in a given administrative year, may be removed from the Board by majority vote of the Board.

BYLAW 7 - MEETINGS

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

Section 2. Special meetings of the Society shall be called by the President as required in accordance with the Organizational Procedures (OPP13 Section 2), on a two-thirds vote of the Board or upon petition by 50 members of the Society, or 10 percent of the membership, whichever is less.

BYLAW 8 - CHAPTERS

Section 1. The membership of the Society shall be organized into chapters (as determined by the Board). The Board of Directors shall authorize and charter such chapters; defining boundaries as may best serve the members of the Society. Each chapter thus formed shall have a minimum of 10 voting members. All members of the chapter shall also be members of the Society and NSPE.

Section 2. The Board of Directors shall have authority to make rules and regulations for and decisions affecting the chartering, combining or dissolving of chapters.

Section 3. Each chapter chartered by the Society shall adopt the Society bylaws for its operation. It may establish organizational procedures as it may deem proper; provided that nothing contained therein shall conflict with or contravene the Bylaws of the Society. Such procedures and any changes thereto are subject to approval of the Board.

Section 4. Chapters shall engage only in such activities as are consistent with the objectives of the Society. Such activities shall be restricted to the geographical area, for which the chapter is chartered, except as authorized by the Board.

Section 5. In all matters of local concern not covered by these Bylaws, chapters shall retain full autonomy, but may call upon the Society and NSPE for advice, counsel and assistance.

Section 6. Chapters shall not contract any debt or obligation on behalf of the Society unless expressly authorized by the Board.

Section 7. The fiscal and administrative years of the chapters shall be concurrent with those of the Society.

Section 8. Student members in engineering colleges and universities may be organized into student chapters, as provided in the Organizational Procedures (OPP4 Section 4).

Section 9. The annual chapter dues shall be determined by the Society as set in the Organizational Procedures (OPP2 Section 2).

BYLAW 9 - PRACTICE DIVISIONS

Section 1. To further the objectives of the Society, establishment of practice divisions, consistent with those defined by NSPE, is authorized (BL14 Section 4aii).

Section 2. The Board of Directors may sanction the creation or order the dissolution of practice divisions as provided in the Organizational Procedures (OPP11 Section 1).

BYLAW 10 – YOUNG ENGINEERS’ ADVISORY COUNCIL (YEAC)

Section 1. To further the objectives of the Society, a Young Engineers’ Advisory Council is authorized. This Council shall be modeled after and consistent with the structure and operation of the NSPE Young Engineers’ Advisory Council (BL14 Section 4aiii). The YEAC reports to the Society Vice President of Membership.

BYLAW 11 - COMMITTEES

Section 1. Such committees as may be appropriate shall be established as provided in the Organizational Procedures (OPP10).

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

Section 3. Appointments to committees shall be made as set forth in the Organizational Procedures (OPP10 Section 3).

BYLAW 12 - AMENDMENTS

Section 1. Amendments to these Bylaws may be proposed by: (a) the President at any time; (b) a majority vote of the entire Board; or (c) a petition signed by not less than 10 percent of the members of this Society or 50 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.

BYLAW 13 – SAVINGS CLAUSE

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

BYLAW 15- INDEMNIFICATION OF OFFICERS AND DIRECTORS

Section 1. The Society shall indemnify and hold harmless its Officers and Board members from liability arising from the good faith exercise of their judgment and authority for actions taken on behalf of the Society.

BYLAW 16 - 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 and/or Bylaws and prior amendments thereto are repealed.

Adopted: March 12, 2008

Adopted: January 20, 2010

Last Amended _____