
SOCIETY BYLAWS AND OPERATING PROCEDURES

BY-LAWS

PREAMBLE

Recognizing that service to the public, to the state and to the profession is a fundamental obligation of the professional engineer, the Michigan Society of Professional Engineers 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 Michigan, the United States of America and all mankind.

BYLAW 1 – NAME OF THE ORGANIZATION

Section 1. The name of this organization shall be the Michigan Society of Professional Engineers, hereinafter called the Society.

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

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.
- 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, Graduate Member, Student Member, Grandfathered Member and Honorary Member as defined by the Bylaws of NSPE.

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

Section 3. All members other than Honorary Members and Student Members shall have voting privileges in the Society.

Section 4. All members eligible for membership in NSPE shall be members of NSPE to continue membership in good standing in the Society.

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 Operating Procedures. In disciplinary matters, 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, president-elect, six (6) vice president(s), secretary, treasurer, NSPE Delegate, and immediate past president.

Section 2. The president-elect, shall be elected for a term of one year. The president-elect shall automatically assume the presidency for the year following election.

Section 3. The secretary and treasurer shall be elected for two-year terms, staggered from one another.

Section 4. Five (5) of the Vice Presidents shall be elected by regional distribution for two-year terms, with three (3) elected one year and two (2) elected the next year. The remaining Vice President shall be elected for a two-year term coinciding with the cycle when only two (2) of the regionally distributed Vice Presidents are elected. This Vice President may represent any geographic area of the state, though the Nominating Committee shall endeavor to select a candidate from an active Chapter not otherwise already represented on the Board. The regional distribution shall be as set forth in the Operating Procedures.

Section 5. 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 the State Society.

Section 6. The duties of the officers shall be as defined in the Operating Procedures.

Section 7. The treasurer and the executive director (if this position is established) shall provide security, at the expense of the Society, for such amount as may be determined by the Board.

Section 8. 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 9. 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. A vacancy occurring in any other position shall be filled through election by the Board. Any vacancy shall be filled for the un-expired term of the officer being replaced.

Section 10. A Delegate to the NSPE House of Delegates shall be elected by the Society to represent the Society at the NSPE House of Delegates Assembly, as set forth in Bylaw 5. This member shall serve as Delegate for a two year term and shall be eligible to serve no more than two consecutive terms. As the Society may desire to fill this position with the current President, Past President, or other current Officer to properly represent the interests of the

Society, in years when the individual filling this position already has a seat on the Board, no additional vote will be provided to that individual. If, during the course of the two-year term as NSPE Delegate, said member shall subsequently no longer be a Board member, that person shall then gain a vote on the Board commensurate with this position for the remainder of their term as NSPE Delegate.

BYLAW 5 -ELECTIONS

Section 1. Nominations for elective offices shall be made by the Nominating Committee or by petition signed by 5 percent of the members eligible to vote or 25 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. No member may serve more than two (2) consecutive years and not more than two years in a four-year period.

Section 3. The Nominating Committee shall canvass the membership, 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. 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 (including through electronic means) 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 Operating Procedures.

Section 8. Election of the Delegate to the House of Delegates shall be made biannually by a plurality vote on individual letter or electronic ballots sent to all voting members of the Society in good standing, or by such other procedure as determined by the Society Board of Directors. This ballot may be combined with the ballot for the election of Officers.

Section 9. 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 Officers will constitute the Board of Directors (Board). The Board shall determine all questions of policy and shall administer the affairs of the Society 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 Society. 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 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.

Section 7. The Board may appoint an executive director, when the financial and other conditions warrant, and fix compensation and define the duties of the office.

Section 8. The administrative year of the Society shall be the same as the administrative year of NSPE (unless specific State laws require a different fiscal year). The fiscal year of the Society shall be January 1 through December 31 of each calendar year.

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.

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 and their guests.

Section 2. Special meetings of the Society shall be called by the president, on a two-thirds vote of the Board or upon petition by 25 members of the Society, or 5 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 State 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 such bylaws for its operation as it may deem proper; provided that nothing contained therein shall conflict with or contravene the Bylaws of the Society. Such bylaws 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 Operating Procedures.

Section 9. The annual chapter dues shall be determined by the Society as set in the Operating Procedures.

BYLAW 9 - INTEREST GROUPS - RESERVED

BYLAW 10 – YOUNG ENGINEERS’ ADVISORY COUNCIL - RESERVED

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 5 percent of the members of this Society or 25 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. Amendment(s) to the Operating Procedures may be proposed by any Board member, and approved by majority vote of the Board.

BYLAW 13 – SAVINGS CLAUSE

Section 1. Any article or section of the Bylaws and Operating 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 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 Society. Upon dissolution of the Society for any reason, all assets of the Society shall be conveyed and paid over to the Michigan Engineers Foundation (MEF) 501(c)3. If that organization is not in existence, then the assets 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 - 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 _____

Last Amended _____

President _____

Secretary _____

OPERATING PROCEDURES

OP No. 1 - MEMBERSHIP

Section 1. Membership applications may be received at either the state Society or NSPE. If submitted to the state Society, the executive director or secretary will review the application for eligibility and, if eligible, the application will be forwarded 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.

Section 4. A Fellow Member shall be a professional engineer member of recognized high character with distinguished engineering achievements and who shall be elected fellow only by two-thirds vote of the Board. The Assembly of Fellows shall consist of all living individuals that have been previously approved by the Board, shall meet at least once per year to nominate candidates, and shall adopt any other Bylaws and / or Operating Procedures as deemed necessary to fulfill their required function.

Section 5. The Board of Directors may create additional membership categories including, but not limited to, Associate Member or Corporate Member, that do not include voting rights as needed and desired for the benefit of the Society. The dues of such additional membership categories shall be collected solely for the use of the Society in implementation of the Society's stated goals.

OP No. 2 - DUES

Section 1. Dues become due and payable January 1 of each year, or as otherwise determined by the NSPE Board of Directors.

Section 2. The Board shall set the annual dues for membership in the Society, as well as the annual dues for membership in chapters and interest groups.

Section 3. Members admitted for the first time and paying full dues shall receive services as follows:

- a. Members admitted between January 1 and June 30 – for the remainder of the current calendar year.
- b. Members admitted between July 1 and December 31 -- for the remainder of the current calendar and for the following calendar year.

Section 4. NSPE shall collect annual dues, unless directed otherwise by the Board of the state Society. 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 5. 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 6. 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 7. Dues may be waived for a period of one year in hardship circumstances, including unemployment. The member's State 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.

Section 8. Upon receipt of a bachelor's degree in engineering, Student Members in good standing shall be advanced without filing an application to the next higher membership grade for which qualified, except that graduate students may retain Student Membership by written request to the Society.

OP No. 3 - FISCAL AND ADMINISTRATIVE YEARS

Section 1. The fiscal year of the Society shall be from January 1 through December 31 (unless state law required a different interval).

Section 2. The administrative year of the Society shall be from July 1 through June 30 (unless state law requires a different interval).

OP 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. A charter may be issued upon approval of an application by the Board and shall be signed by the president and the secretary of the Society.

Section 3. In advance of the Society's Annual Meeting, each chapter shall elect officers and directors as required. The secretary of each chapter shall send a report of such election results to the secretary of the Society at least 10 days prior to the date fixed for the Annual Meeting.

Section 4. Chapters shall be wholly responsible for complying with the reporting requirements of the Internal Revenue Service (IRS) and well as other applicability regulatory agencies. Failure to do so in a timely fashion will be sufficient cause for revocation of the chapter charter by the Society.

Section 5. Chapters may raise money for scholarships independent of the Society's scholarships, and shall establish written procedures for administering funds and maintaining tax-exempt status, and such procedures shall be filed with the secretary.

Section 6. 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 wherever possible 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.

OP 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.

OP No. 6 - BOARD OF DIRECTORS

Section 1. The Board of Directors 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, in either print, electronic, or internet form.

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. Board designees, particularly the Vice Presidents elected based on regional distribution, shall maintain regular contact with chapters within their designated region.

Section 5. The Board shall hold a regular meeting at the time of the Annual Meeting and at least six total meetings per administrative year. It shall hold special meetings at the call of the president or on the petition of 25 percent of the directors.

Section 6. A notice of each meeting of the Board shall be transmitted in writing, which may include electronic means, to each member of the Board at least 7 calendar 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.

Section 7. All written business correspondence that is intended to represent or could be reasonably construed as representing the Society that is prepared by the Board and / or the Executive Director shall be peer-reviewed by at least one other Board member. Disputes shall be referred to the Board for resolution.

OP 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. 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. 8 - ELECTIONS

Section 1. A Nominating Committee shall be constituted on or before December 1 of the administrative year. The committee shall be proposed by the President and approved by the Board. The Nominating Committee shall solicit candidates for office from the chapters and membership-at-large by contacting each organization's leadership and notifying the membership through the state publication.

Section 2. Any member can submit nominations to the Nominating Committee for consideration. 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 April 1st.

Section 4. A valid ballot shall be one, which is returned to the secretary in an envelope bearing a postmark date or an email received on or before April 30 and which bears the signature of the member in the designated space.

Section 5. Once the date for submission has passed, the secretary shall promptly deliver valid ballots to a Tellers Committee, which shall canvass the ballots and report the number of votes cast for each nominee to the secretary prior to the Annual Meeting of the Society. The Tellers Committee shall be composed of three or more members not up for election on the ballot, shall be appointed by the Nominating Committee, and may itself be composed in whole or in part by Nominating Committee members themselves if appropriate. The secretary shall transmit such information to the officers, officers-elect and chapters as soon as available, and publish the results in the next issue of the Society publication.

Section 7. The election of chapter officers shall be completed at least 10 days prior to the Annual Meeting 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.

OP 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; shall appoint chairs and members of all committees; 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 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.

Section 3. Vice President(s) -- The vice president(s) 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 one of the vice presidents to perform all the duties of the president. The selection of which vice-president shall assume the duties of the president shall be determined by a majority vote of the Board. The vice presidents elected by regional distribution shall be responsible for maintaining contact with the chapters and / or at-large members assigned to their territory, shall provide regular reports to the Board as to their activities, and shall advocate on their behalf as appropriate to the Board when requested.

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; 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 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, assigned by the Board, or as otherwise delineated in the Bylaws and Operating Procedures.

Section 6. Past President -- The past president shall be the most immediate available past president, and shall attend Board meetings, chair the nominating committee, and perform any other shall duties as may be required by the Bylaws and Operating Procedures and as delegated by the President.

Section 7. NSPE Delegate -- The Delegate to the House of Delegates shall attend and represent the Society at the NSPE House of Delegates Assembly 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 of Directors and shall consult with the Board of Directors on a regular basis to properly represent the wishes of the Society before the House of Delegates.

OP No. 10 - COMMITTEES

Section 1. The Standing Committees of the Society shall be as set forth by the Board (state societies can best choose the number and duties of committees appropriate for their activities). The following committees should be considered as standing committees:

- Legislative and Government Affairs
- Ethics and Practices
- Membership
- Budget and Finance
- Nominating
- MATHCOUNTS
- Constitution and Bylaws
- Personnel
- Scholarship
- Education
- Awards

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.

Section 3. Each standing committee shall inform the Board of its activities at least once each year, 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. No committee shall commit the Society without specific authorization from the Board.

OP No. 11 - INTEREST GROUPS – RESERVED

OP No. 12 – YOUNG ENGINEERS’ ADVISORY COUNCIL - RESERVED

OP No. 13 - MEETINGS

Section 1. The Annual Meeting of the Society shall be held as ordered by the Board for receiving the annual reports and the transaction of any other business. All members of the 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 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 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 Society.

OP No. 13 - OFFICIAL PERIODICAL

Section 1. The Society shall publish an official periodical and this publication shall be produced on at least a monthly 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.

OP No. 14 - DISCIPLINE

Section 1. Charges or complaints of alleged violations of the Code of Ethics or of laws and regulations governing the profession may be filed in writing by anyone having factual knowledge of the matters; charges concerning the NSPE 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 of the Society.

Section 2. The Ethics and Practices Committee shall conduct an initial informal investigation of alleged violations. When such informal investigations indicate that a formal investigation is advisable, the Society president shall direct the Ethics and Practices Committee to conduct a formal investigation and recommend whether or not a hearing is warranted.

Section 3. Hearings will be conducted by a Hearing Commission of not less than three past presidents, appointed by the president, which shall render a decision in the matter.

Section 4. The accused shall have the right to appeal the decision to the Board of Directors, in which case the Hearing Commission members who sat earlier shall not participate in the appeal proceedings.

Section 5. A two-thirds vote of the Board in an appeal shall be necessary to a finding sustaining a charge or charges. Thereafter the penalty shall be determined by majority vote.

Section 6. Disciplinary action may be taken by the Society against a member who resigns his membership after charges of unethical conduct have been filed against such member, in which case the former member shall have the same rights of defense and procedure as prescribed for members in good standing. In the case of resigned members, the Society may issue a notice of censure or prescribe that the Society records show that such member shall not be eligible for membership for a stipulated number of years, or indefinitely, or both, and may publish its findings.

Section 7. If a professional engineer is charged who is not a member, the accused will be advised of the charges and offered the service of the Society in investigating and adjudicating the charges. If the person charged consents, the case will be handled in the established manner.

Section 8. The person who filed the charges will be notified of the final decision and it shall be published in the official publication of the Society unless the Board shall have determined that justice is better served by withholding publication.

Section 9. The Board shall adopt and publish a policy and procedures to govern the handling of disciplinary matters. The procedures shall provide for due process, for representation by counsel, for cooperation and exchange of information with and recommendations to the State Registration Board, for recording and disposition of records, for use of advisory counsel by the Society and for cooperation with other state societies and the National Society.

Section 10. Disciplinary action taken by the Society does not have any bearing upon an individual's license to practice as a Professional Engineer as issued by the State of Michigan or any other state where the engineer may be licensed.

OP No. 15 - ADMINISTRATIVE AREAS

Section 1. The administrative areas of the state for the election of vice presidents shall be as follows: Western Region (Southwestern, Western, Muskegon Chapters), Mid-Michigan Region (Capital Area, Jackson Chapters), Eastern Region (Detroit Metro, Southeastern Chapters), Thumb Region (Blue Water, Flint, Great Lakes Bay Chapters), and At-Large Region (the former Douglass Houghton Chapter, the former Huron Shores Chapter, Northern, and any other members wishing to belong to the At-Large Region).

OP No. 16 – TRUSTS AND FOUNDATIONS

Section 1. The Board may establish, receive and administer trusts.

Section 2. Each Trust, established by the Michigan Society of Professional Engineers, shall be administered by a Board of Trustees consisting of three Licensed Members, one of whom shall be a Past President of the Society. The

Society Executive shall be a non-voting member of each Board of Trustees. The State Board shall appoint the first three trustees, one to serve two (2) years, one to serve three (3) years and one to serve four (4) years. After the first two (2) years, one trustee shall be appointed annually by the State Board to serve for a three (3) year term. In the event of a trustee's or inability to serve, the State Board may appoint a trustee to fill the unexpired term.

Section 3. Each Board of Trustees, for a Trust established by the Michigan Society of Professional Engineers, shall administer all funds of the Trust in accordance with the trust agreement and such other instruments as may be required to be filed with the State of Michigan. All expenses of the Trust shall be paid from the Trust fund. All other Trusts shall be administered in accordance with the terms of the Trust instrument, subject only to the Sy Pres Doctrine.

Section 4. Each Board of Trustees shall make a complete report to the Society, at its annual meeting, on the activities of the Trust and the financial status of the Trust fund.

Section 5. The following trusts exist within the Society at the time of adoption of this Operating Procedure:

Scholarship
Michigan Engineers Foundation

OP No. 17 – EXECUTIVE DIRECTOR

Section 1. Executive Director -- The executive director 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 Society; give security, to be paid out of the treasury of the Society, 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 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.