

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, and to be considered a member in good standing.

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.

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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 immediate 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 1.

Section 5. Nominations by petition must be delivered to the secretary by April 1. 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 distributed (including through electronic means) to each voting member in good standing on or before April 15. 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 biennially 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. 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.

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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 position.

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.

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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 – SOCIETY RESTRICTED FUNDS

Section 1. Until its sale in 2018, the Society maintained a headquarters consisting of owned and operated real and personal property located at 215 North Walnut Street, Lansing, Michigan. A portion of the resultant proceeds is to be distributed for costs required to complete the sale and establish new office space for the Society. This Bylaw shall set forth restrictions on usage of the remaining principal from the sale.

Section 2. For the purposes of this Bylaw, the term “principal” shall refer to the amount remaining from the property sale at 215 North Walnut Street, Lansing, Michigan after the payment of invoices for legal and other necessary fees associated with the sale and closing. Subsequently and in perpetuity, this shall be the fixed dollar amount that shall constitute the principal from the sale. The term “interest” shall mean any additional funds generated from the investment of this principal amount, and / or any other surplus funds, unadjusted for inflation, that may exceed the principal amount.

Section 3. The Board of Directors shall establish a Building Fund Advisory Committee to oversee and administer the funds from the 2018 sale of the MSPE headquarters. The Committee shall be made up of 3 members that each generally serve 3 year terms. The Board shall stagger terms as appropriate to ensure that only one member shall be replaced each year. The Treasurer shall be an ex-officio member of the Building Fund Advisory Committee to assist in the coordination of an anticipated transfer to the MSPE annual budget.

Section 4. The Board of Directors shall develop an Investment Policy Statement, with input from the Building Fund Advisory Committee, to help create long term fund growth of the principal from the sale of the 2018 MSPE headquarters. The Investment Policy Statement shall be administered by the Building Fund Advisory Committee

Section 5. The Building Fund Advisory Committee shall maintain a separate investment account for the principal for the purposes of longer-term investment strategy and / or tracking, and shall manage funds in a manner consistent with the current Investment Policy Statement that shall be adopted by the Board and revised from time to time as necessary. Any revisions of the Investment Policy Statement by the Board will require input from the Building Fund Advisory Committee.

Section 6. The treasurer may, as of September 30 of each year, appropriate of to 4% of the available interest and principal for use in general operations and / or cash flow purposes to incorporate into the MSPE annual budget. Said appropriation need not correspond with adoption of the budget or a meeting of the Board, but shall be consistent with the current Investment Policy Statement. The transfer of funds will need to be detailed and adopted as part of the annual MSPE budget.

Section 7. No funds, except as delineated in Section 6, may be appropriated, except for emergency cash flow purposes where funds are expected to be returned in whole by the end of the fiscal year, without a two-thirds majority of the Board. The approval motion should specifically state the purposes for which funds are being appropriated. Upon dissolution of the Society for any reason, these funds shall be merged with any other assets of the Society.

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Section 8. Should a trust be established to replace the Building Fund Advisory Committee, that creation must be established in accordance with the Operating Procedures. In this scenario, any appropriation of principal will also require the action of the trustees consistent with the trust documents set forth at the time of establishment of the trust.

BYLAW 13 - 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 14 – 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 15 - 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 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.

These By-Laws were adopted as the State Constitution by the members at the meeting on June 19, 1946 and amended: January 17, 1948; January 21, 1950; February 3, 1951; December 1, 1951; December 16, 1953; June 22, 1957; November 20, 1958; March 15, 1959; June 10, 1959; March 20, 1963; April 18, 1966; September 17, 1969; December 28, 1970; April 22, 1972; December 9, 1978; April 16, 1979; December 8, 1979; June 13, 1980; July 23, 1982; March 15, 1984; April 8, 1992; September 11, 1995; May 15, 1997; September 27, 2001; June 10, 2011; May 27, 2015. Revised and renamed as By-Laws by State Board on March 15, 2017; May 2, 2018

Revisions Adopted 5/2/18

President _____

Secretary 