

WSPE BYLAWS & OPERATING PROCEDURES

*(APPROVED BY THE NSPE BOARD-OCTOBER 2005; MODIFIED AND APPROVED BY WSPE BOARD-MAY 2013)
Amended May 2014*

WISCONSIN SOCIETY OF PROFESSIONAL ENGINEERS BYLAWS

(Prepared by NSPE Constitution and Bylaws Task Force; Modified by WSPE Board of Directors-May 2013)

PREAMBLE

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

BYLAW 1 – NAME OF THE ORGANIZATION

Section 1. The name of this organization shall be the Wisconsin 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 Wisconsin

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 education.
- 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 and protect 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(PE), Member(EI/EIT), Graduate Member(ABET Graduate), Student Member, Grandfathered Member, Honorary Members, Retired Member, and Life 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 (OP), 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, three vice president(s), secretary, treasurer, NSPE Delegate, immediate past president, and young engineer representative. The NSPE Delegate shall be elected for a term of two years.

Section 2. No two elected position shall be held simultaneously by the same person. Section 3. 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.

Section 3. The president-elect, vice president(s), 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.

Section 4. There shall be one vice president elected from the Chapter leadership. This individual shall be an officer in one of the chapters to be eligible for election and shall be elected by the entire membership. Section 6. There shall be one vice president elected from the interest group leadership. This individual shall be an officer in one of the interest groups to be eligible for election and shall be elected by the entire membership.

Section 5. There shall be one vice president elected from an ABET/CAT technical and/or engineering school within the footprint of Wisconsin. The person shall hold a position at the said school in an administrative role, Dean, Assoc. Dean, or as educational practitioner, Assoc. Professor, Professor.

Section 6. There shall be one young engineer representative elected from the Young Engineers' Advisory Council (YEAC). This individual shall be an officer in the Young Engineers' Advisory Council and shall be elected by the entire membership.

Section 7. 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 8. Only Licensed Members may hold the offices of president and present-elect, at the State level; and Licensed Members or Members may hold other elected offices.

Section 9. The duties of the officers shall be as defined in the operating procedures.

Section 10. The treasurer and the executive director shall provide security, at the expense of the Society, for such amount as may be determined by the Board.

Section 11. The officers shall take office, and the president-elect elected the previous year shall become president, on the first day of the July following their election, and shall hold office until their successors have been duly elected and installed.

Section 12. 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, with the exception of the chair of each interest group who shall be selected by that interest group. Any vacancy shall be filled for the un-expired term of the officer being replaced.

Section 13. A state director may resign at any time or may be removed by members of a local chapter at any special meeting of the chapter called for that purpose. Vacancies in such a position caused for any reason shall be filled by the board of the local chapter in which the vacancy occurs and the person so appointed shall serve the unexpired term of the person being replaced.

Section 14. A vacancy occurring in any other position shall be filled by election of the Board, with the exception of the chairmen of each interest group who shall be selected by that group. Any vacancies shall be filled for the unexpired term of the Board member 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 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 file a report of its nominations, including a brief biographical sketch of each nominee, with the secretary on or before February 1.

Section 4. The Nominating Committee shall canvass the membership, chapters, interest groups 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 5. A written request therefore to each chapter president on or before December 1. A biographical sketch containing information about the proposed candidate's past and current activities in the Society shall accompany each nominee submitted by the chapter. Such nominations shall be delivered to the Nominating Committee on or before January 1.

Section 6. The Nominating Committee shall report the names of nominees, together with a brief biographical sketch of each nominee, to the secretary by February 1st.

Section 7. Nominations by petition must be delivered to the secretary by February 15th. Nominees, by petition, may include members of the Nominating Committee.

Section 8. 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 March 1st. 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. The ballot shall also provide space for members desiring to write in the name of their choice for any position if other than a person nominated. The ballot shall provide space for the signature, or facsimile thereof, and address of each member voting to be affixed thereon.

Section 9. The ballot shall specify a return date, which shall be between March 15 and April 1 following, and only those ballots returned by the specified date shall be counted. The unopened ballots so returned shall be delivered to a teller's committee of three members who shall be members of or appointed by the Nominating Committee. The teller's committee shall canvass the ballots and report the number of eligible votes cast for each nominee to the secretary on or before April 8. The secretary shall transmit the teller's committee report to the officers, officers-elect and chapters prior to the annual business meetings of the Society and arrange for publication of the same in the next issue of the Society's official periodical.

Section 10. 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 11. 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 12. 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 consist of The Executive Committee (Section 2), State Director from each chapter, chairman of each interest group (OP No.12, Section 11), and chairman of each Standing Board (OP No. 13). 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 Executive Committee (Executive) of the Board shall consist of the President, President-Elect, three Vice-Presidents, Past-President, Secretary, Treasurer, Young Engineer Representative, and National Delegate. With the provisions of the Bylaws and Operating Procedures, the Executive Committee shall act for the Board between Board meetings provided that such action is not inconsistent with the Board policy. All acts of the Executive shall be reported to the Board. A majority of the Executive shall constitute a quorum.

Section 3. The latest version of Robert's Rules or Order shall be the parliamentary authority for conducting votes and administering the society.

Section 4. 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 5. 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 6. 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 7. 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 8. 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 9. The administrative and fiscal year of the society is July 1 – June 30.

Section 10. The Board shall determine the location of the Headquarters of the Society.

Section 11. 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 shall be held between April 11 and July 31 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 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 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

Section 1. To further the objectives of the Society, establishment of interest groups, consistent with those defined by NSPE, is authorized.

Section 2. The Board of Directors may sanction the creation or order the dissolution of interest groups as provided in the Operating Procedures.

BYLAW 10 – YOUNG ENGINEERS’ ADVISORY COUNCIL

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.

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 15 percent of the members of this Society or 50 such members whichever is larger.

Section 2. An amendment to these Bylaws shall become effective upon the affirmative vote of two-thirds of the Board. A minimum of 20 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 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. 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 - 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 _____

WISCONSIN SOCIETY OF PROFESSIONAL ENGINEERS 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 secretary or executive director 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.

OP No. 2 - DUES

Section 1. Dues become due and payable member's anniversary date 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.
- c. Members shall receive annual subscription to all official publications of the society.

Section 4. A member shall be considered in good standing if dues are remitted prior to the anniversary date of the year for which such remittance is due.

Section 5. Only members in good standing shall be carried on the mailing list of the Society's official periodical and publications.

Section 6. A member dropped from the rolls of the Society for nonpayment of dues cannot be reinstated prior the anniversary date of the following year except by payment of current year's dues.

Section 7. 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 8. 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 9. 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 10. 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 11. 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 July 1 through June 30.

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

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 30 days prior to the date fixed for the Annual Meeting. They shall assume their duties on the first day of the administrative year and shall hold office until their respective successors assume such duties.

Section 4. 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. On the recommendation of the Dean of the college of those school involved; 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.

Section 5. Student Chapters need to operate in the guidelines established by the University and WSPE/NSPE. If the guidelines conflict the University guidelines govern.

Section 6. Liaison may be affiliated with the college. If they are affiliated with the college or university they have the option to attend similar meetings. Otherwise if needs University approval for non affiliated persons to be involved.

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.

Section 2. Each Interest group, and Standing board shall elect a chairperson and chairman-elect. The chairperson serves as a member of the Board during the term of office. The procedures for nomination and election to these positions shall be as contained in OP No 12, and OP No 13.

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.

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 create a reserve fund and be empowered to invest and reinvest such funds as may be available. The reserve fund should be kept at a level not less than, 25 percent of the total annual budget or \$25,000 which ever is smaller. The transfer of funds to or from the reserve fund is to be approved by the Board. Short-term loans from the reserve fund are to be approved by the Executive.

Section 5. Each State Director shall attend chapter meetings for the purpose of inquiring into the condition of the profession and to improve the communication between the chapter membership and the Society.

Section 6. The Board shall hold a regular meeting at the time of the Annual Meeting and at least once each quarter thereafter. It shall hold special meetings at the call of the president or on the petition of 25 percent of the directors.

Section 7. A notice of each meeting of the Board shall be transmitted in writing 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.

Section 8. After each fiscal year (OP No. 3) the president shall appoint a member of the society, in good standing to conduct or administer a line byline audit of the treasurer books. The appointed person may suggest a CPA, to conduct. The completion of the audit shall be presented to the Executive for review and acceptance by September of the same year.

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 – EXECUTIVE BOARD

Section 1. As provided in the Bylaws, the Executive Committee shall conduct the business of the Society between Board meetings.

Section 2. The Executive Committee shall meet regularly at the Society's Headquarters or at locations selected by the president.

Section 3. Special meetings of the Executive Committee will be held at the call of the president or at the request of three members of the committee. Business at such meetings may be conducted at the Society's Headquarters, via telephone or by electronic ballot.

Section 4. An agenda and a notice of each meeting shall be mailed to each member of the Executive Committee at least one week before the date of the scheduled meeting except in the case of special meeting(s).

Section 5. For the purpose of transacting business by the Executive Committee, a quorum shall consist of at least one-third of the voting members.

OP No. 9 - 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 consist of recent past president, recent past national director both residing in WI and membership-at-large, selected by the president by contacting each organizations leadership and notifying the membership through the state publication.

Section 2. A written request therefore to each chapter president on or before December 1. A biographical sketch containing information about the proposed candidate's past and current activities in the Society shall accompany each nominee submitted by the chapter. Such nominations shall be delivered to the Nominating Committee on or before January 1.

Section 3. The Nominating Committee shall meet and nominate a candidate for each position to be filled. The committee should endeavor to maintain a balance among the interest groups and geographical area of the state, but these considerations shall be subordinate to the basic qualifications of the nominees.

Section 4. 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 5. 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 6. A valid ballot shall be one, which is returned to the secretary in an envelope bearing a postmark date on or before June 1st, and which bears the signature of the member in the designated space.

Section 7. 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 15th. The secretary shall transmit such information to the officers, officers-elect and chapters as soon as available, but no later than June 15th and publish the results in the next issue of the Society publication.

Section 8. The election of chapter officers shall be completed on or before June 1st of 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.

Section 9. Each interest group shall elect a chair and chair-elect. The procedures for nomination and election to these positions shall be established in the Interest group Operating Procedures.

Section 10. The Young Engineers' Advisory Council shall elect a chair and chair-elect. The procedures for nomination and election to these positions shall be established in the Young Engineers' Council Operating Procedures. These positions shall constitute the officers of the Young Engineers' Advisory Council.

OP No. 10 - 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. Each vice president shall serve as chair of a portfolio and liaison to a group of chapters as determined by the president.

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, or assigned by the Board.

Section 6. 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. There will be an agreed contract inclusion of hired executive director meeting the needs of the association.

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.

Section 8. Young Engineer Representative – The Representative shall chair the YEAC and be a non-voting officer. Provide comments of the interest of the 35 year or younger membership.

OP No. 11 - COMMITTEES

Section 1. The Standing Committees of the Society shall be as set forth by the Board. The following committees should be considered:

State and Chapter Joint Functions:

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|-----------------------------------|-----------------------------------|
| 1. Awards/Nominations | 10. eBlast |
| 2. Conference Planning | 11. Operations |
| 3. Community Action | 12. Programs/Program Arrangements |
| 4. Operating Procedures & By-Laws | 13. Public Relations |
| 5. Engineers Week | 14. Speakers Bureau |
| 6. High School Activities | 15. Seminars/Webinars |
| 7. MATHCOUNTS | 16. Student Activities /YMG |
| 8. Membership | 17. Sustaining Organizations |
| 9. eNews | 18. Conference Steering Committee |

State Only Functions:

1. Continuing Professional Engineering Development (CE/PDHS)
2. Governor's new Product Awards
3. Government Relations
4. Past Presidents Advisory Council
5. Energy Steering Committee
6. Exhibitors Committee
7. History Committee
8. Long Range Planning Committee
9. Long Range Finance Committee
10. Office Administration Committee
11. Public Works/Infrastructure
12. Registration Task Force
13. Standing Finance Committee
14. State Government Liaison: DOT, DILHR, DOD, DNR, DSFM, PSC

(Several of these functions may be combined into one committee. The state Society may include chapter officers in State Only Functions.)

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. The interest groups may appoint such committees as are necessary to carry on their activities.

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. Chaired by one of the following officers: Past President, President-Elect or Vice President(s).

Section 5. The respective portfolio officer will appoint committee chairs or co-chairs.

Section 6. No committee shall commit the Society without specific authorization from the Board.

OP No. 12 - INTEREST GROUPS

Section 1. Interest groups, comprised of members having common professional interests, shall operate under the Bylaws of the Society. Operating Rules and any changes thereto must have the approval of the Board before becoming effective. The Board may create or dissolve a interest group after conducting a hearing on the need for such action. The president may appoint a committee to conduct the affairs of the interest groups.

Section 2. The interest groups shall provide effective forums for discussion and united action for members grouped according to type of professional employment. The goal of interest groups shall be improved professional recognition, improved conditions of employment, and other matters of mutual benefit.

Section 3. Membership in each interest group shall be limited to members of the Society, except as specifically provided for in the Rules of the division.

Section 4. The officers of each interest group shall include a chair, chair-elect, the immediate past chair, and such other officers as determined by the division and approved by the Board.

Section 5. The ACEC WI president, or a designate from the ACEC WI board, shall be a member of the WSPE Board to represent the interest of the professional engineers in private practice. This representative, if other than the ACEC WI president, shall be the elected NSPE/PEPP delegate of the ACEC WI board and shall be called the PEPP delegate. The PEPP delegate shall serve as the Wisconsin representative to the NSPE/PEPP Board of Governors.

Section 6. Officers shall assume the duties usually performed by officers in like positions, subject to rules, which may be adopted by the division and approved by the Board.

Section 7. The officers shall constitute the interest group executive board.

Section 8. When considered necessary for promoting or forwarding its special objectives, any interest group may establish a fund for that purpose, to be maintained in the treasury of the Society. 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 interest group funds, the expenditure of which shall be subject to the approval of the officers of the division.

Section 9. Minutes shall be kept and filed for all meetings of interest groups and the division executive board. An annual report outlining the division's activities for the year, including financial statement and officers, shall be made to the Board.

Section 10. All actions by interest groups shall be consistent with the policies of the Society.

Section 11. Interest groups serving the Society shall be as follows:

Professional Engineers in Construction
Professional Engineers in Higher Education
Professional Engineers in Government
Professional Engineers in Industry
Professional Engineers in Private Practice

OP No. 13 – Standing Boards

Section 1. The Board of Directors shall establish standing Boards of the Society which may include: Board of Engineers Professional Responsibility (BEPR), Engineers Foundation of Wisconsin (EFW), and Young Engineers' Advisory Council (YEAC).

Section 2. The standing boards of the Society shall propose Rules of Operations which shall be approved by the Board of Directors and include provisions for the following: Name, Purpose and Objectives, membership, Officers and Governing Body, Meetings, Duties of the Officers, Election of Officers, Committees, Operation procedures and Amendments.

Section 3. The Board of Directors shall approve amendments to standing board Rules of Operation.

Section 4. The president shall appoint members of the standing boards for fixed staggered terms.

Section 5. Annually, the standing board shall furnish the Board of Directors a report outlining the activities of the past year and a plan of action for the coming year.

Section 6. No standing board shall commit the Society without specific authorization from the Board.

OP No. 14 – Board of Engineers Professional Responsibility (BEPR)

Section 1. BEPR 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 2. NSPE Code of Ethics for Engineers, and Wisconsin Rules, A-E 8, Professional Conduct shall be consistent or be used as guidance in conjunction with these Rules

Section 3. Officers shall assume the duties usually performed by officers in like positions, subject to rules, which may be adopted by the BEPR and approved by the Board.

Section 4. All matters of activities shall be kept confidential between parties at the least amount required to resolve.

OP No. 15 – Engineers Foundation of Wisconsin (EFW)

Section 2. Offers student scholarships to high school seniors who are pursuing a path in engineering.

Section 3. Operate as a 501(c)3 and be utilized to direct tax deference for MATHCOUNTS on behalf of WSPE.

Section 4. EFW 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 5. Officers shall assume the duties usually performed by officers in like positions, subject to rules, which may be adopted by the EFW and approved by the Board.

Section 6. The officers shall constitute the EFW's executive board.

Section 7. Minutes shall be kept and filed for all meetings of the membership and the executive board. An annual report outlining the EFW's activities for the year, including financial statement and officers, shall be made to the Board.

Section 8. All actions by EFW shall be consistent with the policies of the Society.

OP No. 16 – YOUNG ENGINEERS’ ADVISORY COUNCIL (YEAC)

Section 1. All Society members who are 35 years old or younger at the beginning of the administrative year shall be members of the Young Engineers’ Advisory Council (hereafter referred to as YEAC). Only those members who are voting members of the Society shall be voting members of the YEAC.

Section 2. The YEAC 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 YEAC shall be improved professional development and recognition, improved conditions of employment, and other matters of mutual benefit for its members.

Section 3. The YEAC 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 YEAC shall include a chair, chair-elect, the immediate past chair, and such other officers as determined by the YEAC and approved by the Board.

Section 5. Officers shall assume the duties usually performed by officers in like positions, subject to rules, which may be adopted by the YEAC and approved by the Board.

Section 6. The officers shall constitute the YEAC’s executive 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 Society. 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 funds, the expenditure of which shall be subject to the approval of the officers of the YEAC.

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 YEAC shall be consistent with the policies of the Society.

OP No. 17 - 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. 18 - OFFICIAL PERIODICAL

Section 1. The Society shall publish an official periodical to be known as "eNews". This publication shall be produced on 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. 19 - 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 executive director of the Society who shall defer to the chairman of BEPR.

Section 2. Board of Engineers Professional Responsibility 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 BEPR with whom 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 BEPR officers 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 and BEPR 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.

OP No. 20 - ADMINISTRATIVE AREAS

Section 1. The administrative areas of the state for the election of vice presidents shall be from different chapters.

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