

**SOUTHEASTERN CHAPTER**  
**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 Southeastern Chapter of the Michigan Society of Professional Engineers does hereby dedicate itself to the promotion and protection of the profession of engineering as a social and economic influence vital to the health, safety and welfare of the community, the state of 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 Southeastern Chapter of the Michigan Society of Professional Engineers, hereinafter called the Chapter.

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

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

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

**BYLAW 2 - OBJECTIVES**

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

- a. Advance and promote the public health, safety and welfare.
- b. Advance the professional, social and economic interests of the profession.
- c. Strive throughout the profession to make licensure more meaningful in terms of acknowledgment of individual achievement in engineering as reflected by education and practice, and encourage all qualified engineers to seek legal status through licensure.
- d. Unite all qualified engineers of the state in one organization.
- e. Stimulate and develop professional concepts among all engineers.
- f. Advance self-education and self-improvement, motivating practicing engineers to upgrade and expand their competence by continuing study.
- g. Develop the civic consciousness of members of the engineering profession, and serve the public good by support of, and cooperation with public officials.
- h. Represent the engineering profession in legislative matters in the interests of the state and the profession.
- i. Promote high standards of engineering education.
- j. Establish and preserve high standards of ethical conduct and practice by members of the profession.
- k. Cultivate public appreciation for the work of the engineer through improved public relations, and provide a forum for effective exchange and advancement of knowledge of matters of concern to the profession.
- l. Assist young people in obtaining reliable information concerning the profession of engineering.
- m. Mentor young engineers and assist them in their career track toward licensure.

**BYLAW 3 - CHARTER**

Section 1. The State Society Board of Directors has authorized and chartered this Chapter, whose boundaries shall be as defined by the State society and as may be amended from time to time.

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

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

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

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

**BYLAW 4 - MEMBERSHIP**

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

**BYLAW 5 - DUES**

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

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

**BYLAW 6 - OFFICERS**

Section 1. The officers of the Chapter shall consist of the president, president-elect, two (2) vice president(s), secretary, treasurer, and immediate past president.

Section 2. The president-elect, vice presidents, 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 3. Any member of the State society and choosing to be a member of the Chapter shall be eligible for elective officer positions within this Chapter.

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

Section 5. The officers shall take office, and the president-elect elected the previous year shall become president, on the first day of the Administrative Year following their election, and shall hold office until their successors have been duly elected and installed.

Section 6. In the event the president becomes unable to serve, the president-elect shall succeed the president and complete the term of office of the vacating president and then their own term as president. Should the office of president-elect become vacant, either through ascension to the president position or through its own volition, the president-elect position may either remain vacant or be filled by majority vote at the discretion of the Chapter Board of Directors. Should the position be filled, it will expire at the end of the administrative year in which it was created. . The Board shall fill a vacancy occurring in any other position by majority vote of the remaining Board members. Any vacancy shall be filled for the un-expired term of the officer being replaced.

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**BYLAW 7 -ELECTIONS**

Section 1. Candidates for elective office shall declare their intent to the Secretary no earlier than March 1 and no later than April 1, by way of letter or electronic mail.

Section 2. 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 electronically or by US Mail 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 candidates therefore. Voting shall be limited to these nominations for office. Ballots are due to the secretary no later than April 30, or fifteen (15) days after distribution, if said distribution occurs prior to April 15.

Section 3. Election of officers shall be made annually by a plurality vote on individual letter or electronic ballots sent to all voting members of the Chapter in good standing. Procedures for collecting and counting ballots shall be defined in the Operating Procedures.

Section 4. 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.

Section 5. The secretary shall report the results of the election to the Chapter Board of Directors as soon as practical following the deadline for ballot submission. The Board retains the right, but not necessarily the obligation, to review all submissions provided to the secretary at its next meeting.

**BYLAW 8 - ADMINISTRATION**

Section 1. The Officers will constitute the Chapter Board of Directors (Board). The Board shall determine all questions of policy and shall administer the affairs of the Chapter under these Bylaws, Operating Procedures and the general provisions of the law under which it is incorporated.

Section 2. The latest version of Robert's Rules of Order shall be the parliamentary authority for conducting votes and administering the society, except as may be modified by these By-laws or Operating Procedures.

Section 3. A majority of the Board members shall constitute a quorum. An affirmative vote of a majority of the Board members present at any regular or duly called meeting shall be required to pass any motion not inconsistent with the Bylaws of the Chapter. The president shall vote only when necessary to break a tie.

Section 4. The Board shall have authority to decide upon any question by means of a letter or electronic ballot directed to all members of the Board. Procedures for determining a vote by letter or electronic ballot shall be specified in the Operating Procedures. At any point during the voting period when a ballot is voted up or down by a majority of those eligible to vote, that determination is final.

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

Section 6. No member of the Board shall receive a salary or compensation from the Chapter, except for expenses incurred on behalf of the Chapter as approved by the Board.

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

Section 8. The Board shall determine the location of the Headquarters and / or official mailing address of the chapter.

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Section 9. The Board shall develop written Operating Procedures, which shall become effective, be amended or be rescinded upon a majority vote of the Board, unless otherwise indicated by the Board.

Section 10. The Treasurer and other financial or contractual signatories may be bonded at the expense of the Chapter at the discretion of the Board.

**BYLAW 9 - MEETINGS**

Section 1. The Chapter shall hold a minimum of six (6) meetings per year at such time and place as may be selected by the Board, which meeting shall be open to all members and their guests.

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

**BYLAW 10 - YOUNG ENGINEERS ADVISORY COUNCIL**

Section 1. To further the objectives of the Chapter, an optional Young Engineers Advisory Council is authorized. This Council shall be modeled after and consistent with the structure and operation of the NSPE and/or State Society Young Engineers Advisory Council.

**BYLAW 11 - COMMITTEES**

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

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

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

**BYLAW 12 - AMENDMENTS**

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

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

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

**BYLAW 13 - SAVINGS CLAUSE**

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

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**BYLAW 14 - DISSOLUTION**

Section 1. The Society shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of said funds shall inure, or be distributed, to the members of the Chapter. On dissolution of the Chapter, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board. Any residual shall be contributed to the State Society. If for any reason the State Society is not in existence, all assets of the Chapter shall be conveyed and paid over to the Michigan Engineers Foundation, a 501(c)3 organization, or another 501(c)3 organization if the Michigan Engineers Foundation is not in existence.

**BYLAW 15 - EFFECTIVE DATE**

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

Adopted: March 15, 2018

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Patrick M. Lewis, P.E., Secretary

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**OP No. 1 - MEMBERSHIP**

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

Section 2. Membership in the Chapter imposes the obligation to uphold the honor and dignity of the engineering profession. It is therefore required of members to be familiar with ethical and legal standards, to observe them, to aid in preventing violations by others and to be familiar with the Chapter's policies and procedures relating to handling of alleged violations.

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

**OP No. 2 - DUES**

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

Section 2. Collection of Chapter dues shall be in accordance with the procedures established and approved by the State Society and NSPE.

Section 3. 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 on March 31<sup>st</sup>. Dues must accompany the request of such person for readmission for the current year.

Section 4. Chapter dues may be used for any such purpose consistent with the goals and objectives of the National and State societies and the scope and policy of the Chapter as expressed by the Board. The Board shall approve the expenditure of all Chapter funds greater than \$100 per occurrence. The Treasurer and / or President shall retain the authority to expend up to \$100 without Board approval for timely items such as memorials, reimbursements to members for expenses incurred, etc., provided that these are reported at the next regular chapter meeting. The Board may direct that a portion of the dues be redirected to the State or National society, or various interest groups, practice divisions, or trusts.

Section 5. The Chapter may raise money for scholarship independent of the Society's State scholarships, and shall establish written procedures for administering funds and maintaining tax-exempt status, and said procedures shall be filed with the State society. Funds from the Chapter dues may also be appropriated for this purpose by the Board.

**OP No. 3 - FISCAL AND ADMINISTRATIVE YEARS**

Section 1. The fiscal year of the Chapter shall be from January 1<sup>st</sup> through December 31<sup>st</sup>.

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

**OP No. 4 - BOARD OF DIRECTORS**

Section 1. The Board of Directors shall have the direction and general supervision of all matters pertaining to the

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Chapter. 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 Chapter and shall have authority to appoint an editor and publish an official periodical for the Chapter, or official social media platforms. Content for these social media platforms should be approved by the President, with any disputes over content referred to the Board at the first available opportunity.

Section 3. The Board shall be empowered to invest and reinvest such funds as may be available for the creation of a reserve fund. A three-fourths vote of the Board shall be required to authorize expenditures from this fund, which are other than for investment or reinvestment.

Section 4. The Board shall hold regularly scheduled meetings, the schedule of which will generally be determined at the beginning of each administrative year. .

Section 5. A notice of each meeting of the Board shall be transmitted via electronic mail to each member of the Board at the member's last recorded address at least five (5) days prior to the scheduled date thereof, except where standing meetings are scheduled and noticed at the beginning of the administrative year. An agenda shall accompany the notice of the meeting and members may add items to the agenda at the time of the meeting as deemed appropriate by the President. For regularly scheduled meetings determined at the beginning of each administrative year where individual notices of meeting are not required, the agenda shall be provided at least 48 hours ahead of the meeting, unless there are extenuating circumstances.

Section 6. All written business correspondence of a policy nature that is intended to represent the Chapter that is prepared by individual Officers of the Board shall be discussed with the Chapter membership and approved by majority vote of the Board prior to dissemination.

**OP No. 5 - BALLOTS OF THE BOARD**

Section 1. The president may at any time direct the secretary to submit any question to the members of the Board by means of a letter or electronic ballot.

Section 2. Upon direction of the majority of the members of the Board present at any meeting, where less than all members of the Board are present, the secretary shall submit any question to the members of the Board by means of a letter or electronic ballot.

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

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

Section 5. The secretary shall record as a part of the minutes of the appropriate meeting the data concerning each letter ballot, including the dates of the mailing and the return of the ballots, and the names and votes of all members voting. The secretary shall notify all members of the Board of the results within three weeks of the date of the original action.

**OP No. 6 – ELECTIONS - RESERVED**

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**OP No. 7 - OFFICERS**

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

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 Presidents -- The vice presidents shall coordinate continuing educational programs on behalf of the Chapter, and shall have other 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.

Section 4. Treasurer -- It shall be the duty of the treasurer to protect all money and records of account of the Chapter, make an annual report of receipts and disbursements to the Chapter; give such security, to secure the faithful discharge of duties as may be determined from time to time by the Board. The fee for security shall be paid out of the treasury of the Society. At the expiration of the term of office, all books, papers, and money belonging to the Chapter shall be turned over to the successor treasurer, who shall give the preceding treasurer a receipt therefore.

Section 5. Secretary -- The secretary shall distribute all meeting notices, including the President's agenda for the meeting, record proper proceedings of meetings and perform such duties as are required by law, or assigned by the Board. The secretary 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 for the State Society Annual Meeting a written report covering the duties and activities of the Chapter during the previous year,; and have such other duties and prerogatives as the Board may assign. At the expiration of service, the secretary shall turn over to a designated successor all books, documents and other property of the Chapter in the custody of the secretary, receiving a receipt therefore.

**OP No. 8 - COMMITTEES**

Section 1. The Standing Committees of the Chapter shall be as set forth by the Board.

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 Chapter to any obligation without specific authorization from the Board.

**OP No. 9 - YOUNG ENGINEERS ADVISORY COUNCIL - RESERVED**



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**OP No. 10 - MEETINGS**

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

Section 2. Periodic and/or special meetings of the Board, called as provided for in the Bylaws shall be meetings open to all members of the Chapter. A “closed” or “executive” session may be called only to discuss personnel, disciplinary or other legal matters that require strict confidentiality. A “closed” meeting shall be called only upon a vote of the Board. Only business specifically allowed during a “closed” meeting shall be discussed.

Section 3. The order of business at meetings of the Board shall be determined by the president and shall be subject to approval of the Board.

Section 4. Robert's Rules of Order (revised) shall govern matters of parliamentary procedure of the Chapter.

**OP No. 11 - OFFICIAL PERIODICAL – RESERVED**

**OP No. 12 - DISCIPLINE**

Section 1. Charges or complaints of alleged violations of the Code of Ethics or of laws and regulations governing the profession should be filed in writing by anyone having factual knowledge of the matters; charges concerning the NSPE Constitution and Bylaws or Society Bylaws shall be filed by a member in good standing. Each member is responsible to render written reports of factual knowledge of alleged violations of the Code of Ethics. Such charges shall be filed with the secretary or with the chair of the Ethics and Practices Committee of the State Society.

Adopted: March 15, 2018

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Patrick M. Lewis, P.E., Secretary