

PENC Bylaws

Preface

A. Article XIII of the Constitution instructs the Board to prepare and adopt Bylaws which shall regulate all PENC affairs.

B. If these Bylaws are found to be in conflict with the Constitution, the Constitution shall govern.

C. The National Society of Professional Engineers herein after shall be called the National Society or NSPE.

D. The Professional Engineers of North Carolina herein shall be called the Organization or PENC.

E. The Board of Governors herein shall be called the Board.

F. The elective officers of the Organization, including the Directors-at-large, shall be called by their elective title, or as a group, the Executive Committee.

Bylaw I - Membership

A. Membership is limited to grades specified in Article III of the Constitution.

B. Any Licensed Member whose licensure is revoked for any reason whatsoever shall immediately be dropped from the membership of the Organization.

C. Any Licensed Member or whose licensure is permitted to lapse shall immediately become a Member in accordance with the membership requirements of Article III of the Constitution.

D. Any Member who is found to be in violation of Chapter 89 of the General Statutes of the State of North Carolina and has his certification as an Engineering Intern revoked for any reason whatsoever shall be dropped from the membership of the Organization.

E. A Student Member shall be reclassified to Member upon meeting the appropriate requirements of that grade as set forth in Article III of the Constitution, but in no event shall he remain a Student Member for a period longer than 6 years.

F. A member shall be returned to good standing only after meeting all requirements for membership as specified in the Constitution and Bylaws.

Bylaw II - Dues

A. Annual dues shall consist of NSPE National Dues plus PENC State dues as specified by the PENC Board.

B. All membership classes shall pay annual State Dues as specified by the Board except Life and Honorary Members, as provided below.

C. A member who suffers total and permanent disability may apply after (5) years of continuous membership for waiver of one half dues, of after (10) years, for waiver of all dues. The application shall be submitted to the member's chapter and then to the Board for consideration. If approved by the chapter and the Board, the application shall be submitted to NSPE for final action.

D. Members meeting the requirements of NSPE Retired Member status shall be granted waiver of one-half dues.

One-half dues shall be paid annually until Life Membership requirements are met.

E. Statements for annual dues for the forthcoming year shall be mailed not later than member's anniversary date. Dues become due and payable on the member's anniversary date.

F. New members may pay first-year dues at either the rate established under the NSPE Introductory Dues Plan or at the annual dues rate.

G. Any Member reclassified to a higher grade shall be carried as a member in his new grade without additional dues for the remainder of his membership year.

H. If the dues of any member remain unpaid two months after due date, said member shall be dropped from the roll of PENC. The request of such person for re-admission must be accompanied by dues for the current year.

(1) To be reinstated as a continuous member the delinquent member shall apply for reinstatement and pay all unpaid dues from the year in which he became delinquent. The member may state that he does not wish to maintain a record of continuous membership and pay dues as set forth in A. and B. above.

(2) If a reinstated delinquent member wishes to establish a record of continuous membership in order to qualify as a Life Member, he shall pay dues for the year(s) of delinquency.

I. Members meeting the requirements for NSPE Life Membership status, and Honorary Members, shall be granted waiver of dues.

Bylaw III - Board of Governors

A. A majority of the Board shall constitute a quorum for normal business actions and the majority affirmative vote of those present shall govern.

B. The Board shall perform such functions as may be prescribed by the Constitution and Bylaws; and it shall adopt a budget and cause the accounts of the Treasurer or designee to be published once a year.

C. The Board shall consider all questions brought before it involving the rights and standing of members. All questions of an ethical nature brought before a meeting of the Organization shall be referred to the Board without discussion. The Board shall hear and decide all questions affecting the conduct of members, rendering a written report to the membership before the next meeting. A member shall be given a formal invitation to be present or represented at any Board meeting when his case is to be discussed.

D. The Board shall hold a regular meeting during each meeting of the Organization, and at least twice during the year thereafter as directed by the President or on the petition of a majority of the Board. It shall make a report to the membership at least once a year.

E. The Board shall have the authority to publish and distribute proceedings, transactions, or other information important to the membership.

F. The Board shall determine all remuneration or salaries for employees of PENC.

G. The Board shall be empowered to invest such funds as may be available to the creation of a reserve fund. This authority may be delegated to the Executive Director. A majority vote of the Board membership shall be required to authorize expenditures from this fund in excess of amounts previously budgeted.

Bylaw IV - Ballots of the Board

A. When action is required by the Board and it is impractical to convene a regular meeting of the Board, the Board may meet by telephone or other electronic conference. Any action so taken will have the same validity as a regular meeting of the Board, provided that the quorum and vote for the telephone conference is in compliance with this bylaw. The Board may also take action by mail ballot, or by email ballot provided that the vote to any member without email will be solicited by regular mail. In the case of mail or email ballots, the votes for that action must be a majority of the Board.

B. If any meeting of the Board is attended by less than three-fourths of the full membership of the Board and the prevailing vote on any decision constitutes less than a majority of the full membership of the Board, it shall be the privilege of any Board member to call for a letter or email ballot of the entire Board.

In such a case, the Secretary or designee shall submit the question to the membership of the Board by letter or email ballot within one week. A majority of the Board membership voting in the affirmative shall decide the question.

C. The Secretary or designee shall record in the minutes of the next meeting all data concerning each letter or email ballot, including the dates of the mailing and the return of the ballots, and the name and votes of all members voting. He shall notify the Board membership of the results within three weeks of the date of the original action.

Bylaw V - Balloting Procedure

All balloting of the general membership of whatever nature will be secret and shall be handled in the following manner:

A. Secretary or designee shall distribute ballot to membership with instructions for return to the PENC Tellers Committee.

B. To be considered, the ballot must be returned to the Secretary or designee in accordance with instructions printed on the ballot itself except those ballots involving the election of officers

or constitutional changes, which shall be in accordance with Article VII or Article XII of the Constitution.

C. Each time an election or issue is to be determined by ballot of the membership, the President or designee shall appoint a Tellers Committee, consisting of three members in good standing, one of whom he shall designate as chairman. When the deadline for return of ballots has arrived, the Secretary or designee shall send the ballots to the chairman, with a count of the total ballots transmitted. Upon receipt of the ballots, the chairman shall call a meeting of the Tellers Committee to canvass the ballots and determine the results. The Committee chairman shall render a written report to the President with a copy to the Secretary or designee, indicating the total ballots received and the results of the canvass. The report is to be rendered as soon as possible, but no later than fifteen (15) days after receipt of the ballots. The ballots shall be bundled and returned to the secretary or designee along with his copy of the report. The Secretary or designee shall send the results to the Publications Committee for release in the next following issues of the official publication of the Organization. If the results are not challenged within thirty (30) days after publication, the Secretary or designee may destroy the ballots. A simple majority of ballots received will determine the issue.

Bylaw VI - Official Papers

The Organization shall publish such official papers as is deemed advisable by the Board.

Bylaw VII - Duties of Officers

A. The President shall:

- (1) Preside over all meetings of the Organization and of the Board.
- (2) Be generally responsible to the members for the affairs of the Organization, representing PENC at all state and national occasions.
- (3) Appoint, with the approval of the Board, all committees except as otherwise provided in Article IX of the Constitution.
- (4) Be an ex-officio member of all committees.

In the absence of the President, the order of succession as presiding officer at the meetings of the Organization or of the Board shall be the President-elect, last living President, and Treasurer.

B. The President-elect shall assist the President in the performance of his duties and act in his place when requested.

C. The Secretary shall keep an accurate record of the proceedings of the Organization and of the Board. He shall inform the President and the Board from time to time of duties to be performed at stated times or at stated intervals. He shall issue all calls, notices, etc. as instructed by the President or by the Board. He shall conduct the correspondence of the Organization and shall have custody of all books, papers, records and documents. He shall maintain complete record of past members of the Board for the purpose of establishing information for appointments, elections, and chairmanship of committees.

D. The Treasurer or designee shall maintain a set of books showing receipts and disbursements of the Organization and the account of each member and practice division. He shall submit all

non-budgeted bills to the Board for payment. He shall submit a complete report of the year's business of PENC at each meeting of the Organization. He shall be responsible for all moneys of the Organization as authorized and as directed by the Board. The Board may provide for suitable bonding of the Treasurer and designee.

E. The elective national directors shall normally attend each meeting of the Board of NSPE. If fewer national directors may be seated than the number of national directors permitted under the PENC Constitution, the most senior national directors attending the meeting shall be seated.

Bylaw VIII - Executive Committee

A. There shall be an Executive Committee consisting of the elective officers of the Organization, the last living Past President, and the Directors-at-large.

B. The President shall act as chairman of the Executive Committee. The Secretary of the Organization shall serve as a secretary to the Executive Committee.

C. The Executive Committee shall ensure effective operations and financial stability of PENC. The Committee shall direct the administrative work of the Organization and carry out the policies of the Board between meetings of the latter. The Committee may also act on behalf of the Board, with the full authority of the Board, on matters which arise and require action between Board meetings, except those actions prohibited by N.C.G.S. 55A-8-25, provided that the Committee shall report to the Board on all such actions at the next Board meeting.

D. A majority of the Executive Committee shall constitute a quorum and the majority affirmative vote of those present shall govern.

E. When action is required by the Executive Committee and it is impractical to convene a regular meeting of the Committee, the Committee may meet by telephone conference or other electronic conference. Any action so taken will have the same validity as a regular meeting of the Committee, provided that the quorum and vote for the telephone conference is in compliance with this bylaw. The Committee may also take action by mail ballot, or by email ballot provided that the vote of any member without email will be solicited by regular mail. In the case of mail or email ballots, the votes for the action must be a majority of the Committee.

Bylaw IX - Committees

A. The President shall appoint the chairman and members at large, and each chapter President shall appoint a member, of the Steering Committees of the Organization. The Steering Committees will be established by the Executive Committee. The initial Steering Committees will be:

Public Policy: - Promote the involvement of Engineers in public policy formulation on engineering related issues.

Public Image: - Promote the engineering profession to the public.

Membership: - Promote engineers to become members of PENC.

Professional Development: - Provide learning opportunities for engineers to acquire practice qualifications and licensure, to maintain practice competency, and to maintain high ethical standards.

Community Leadership: - Provide opportunities for engineers to fulfill their professional obligations to serve the public, their communities and the profession.

Member Services: - Provide programs and services to meet the needs of the members and the Organization.

B. The President, or his designee, shall determine the needs and assign each of the responsibilities below and any other needs of the organization to one of the steering committees or to a specific committee or task force.

Constitution & Bylaws
Education & Scholarship
Awards
Engineers Week
Meeting Sites & Arrangements
Young Engineer
Nominating
Publications
Advertising
Long Range Planning
Governors New Product Award
MATHCOUNTS
Friends
Engineers for Better Government
Liaisons with allied professions
Budget/Audit
Building Code
Tellers
Central Office

C. The record of duties of the steering committees and other committees shall be maintained by the Central Office and made available to the PENC membership. The Board may add to or delete from these duties at any Board meeting.

Bylaw X - Practice Divisions

A. The Board may authorize the establishment of Practice Divisions comprising members having common professional problems and interests, to operate within the Constitution and Bylaws of PENC Operating rules and any changes thereto must have the approval of the Board before becoming effective.

B. The Practice Divisions shall be so conducted as to provide effective forums for discussion and united action on the part of members grouped according to type of professional endeavor for the enhancement and betterment of professional recognition and status, conditions of employment, and other matters of mutual welfare.

C. Practice Division membership shall be open to PENC members of all grades having professional problems and interests in common with the division.

D. The Officers of each Practice Division shall consist of a chairman, vice chairman (or chairman-elect), other vice chairmen or directors as deemed necessary, secretary, treasurer, (or secretary-treasurer), and the last living past chairman. Officers shall be elected by the division membership at a general division meeting or by ballot no later than, or in conjunction with, the Annual Meeting of PENC. Officers shall hold office for a period of one year, but may be re-nominated and re-elected. A national delegate may be elected; he may serve as an officer and may hold office for a period not to exceed two years.

E. Officers shall assume the duties usually performed by officers in the same positions, subject to rules which may be adopted by the division and approved by the Board. Priority of succession of vice chairman to the chairman's duties, in case of need therefore, shall be determined by means satisfactory to the division.

F. The Officers shall constitute the Executive Committee of the division. The Executive Committee shall conduct the business and activities of the division between general meetings and shall make necessary arrangements for the general meetings.

G. Each Practice Division may hold as many membership meetings annually as authorized by the Executive Committee; however, at least one general meeting shall be held each year at the time and place of the Annual Meeting of PENC. The Executive Committee may hold meetings in addition to membership meetings. Meetings of the Executive Committee shall be open for examination by the division membership.

H. When considered necessary for promoting or forwarding its special objectives, the Practice Division may collect dues or establish funds which shall be approved by the Board. The Treasurer of PENC shall be the custodian of all Practice Division funds, the expenditures of which shall be subject to the approval of the division Executive Committee. If any Practice Division wishes to receive funds from PENC in addition to those collected by the division directly, a request in writing must be submitted to the PENC Executive Committee at least ninety (90) days in advance of the next meeting of the Organization.

I. Minutes shall be kept of all meetings of the Practice Divisions, and their Executive Committees. Copies thereof shall be filed in the Central Office of PENC as soon as possible after the close of such meetings. An annual report outlining each division's activities for the year, including financial statement, election of officers, etc. shall be made to the Board.

J. Each active Practice Division shall have one voting delegate to the Board and that delegate shall attend meetings of the Board and present and discuss the division's business under the normal rules of procedure.

K. All proposed programs, as well as activities to formulate or implement PENC policy, shall be submitted for approval to the Board. All public statements, recommended policy action or any action processed and released in accordance with the regular procedures of The Organization.

L. The Board shall either adopt without major modification, reject, or return for further consideration any recommended policy or statement submitted by any Practice Division.

M. The Board may dissolve any Practice Division upon request of that division or if a Practice Division fails to comply with the Constitution and Bylaws of PENC. The active Practice Divisions are:

Professional Engineers in Construction

Professional Engineers in Education

Professional Engineers in Government

Professional Engineers in Industry

Professional Engineers in Private Practice

Bylaw XI - Discipline

The Board shall adopt and publish a policy and procedure to govern the handling of charges or complaints of alleged violations of the Code of Ethics or of the laws and regulations governing the profession.

Bylaw XII - Chapters and Auxiliaries

A. Area Chapters

- (1) Chapters may be formed and chartered with the approval of the Board. The territory and minimum membership of chapters shall be determined in each case by the Board.
- (2) Each Chapter shall submit its constitution and bylaws and all changes or amendments thereafter to the Board for approval.
- (3) Nothing in a Chapters constitution or bylaws shall be in conflict with the PENC Constitution or Bylaws.
- (4) Each Chapter shall elect a governor to serve as the chapter's voting member on the Board. The President of the Chapter shall be responsible for replacing a Chapter Governor who misses two successive meetings of the Board and fails to have an alternate attend the meetings in his place.

B. Student Chapters

- (1) The Board may authorize and issue charters for student chapters at approved engineering colleges. Rules and regulations for the organization and operation shall be determined by the Board and shall be designed according to the policies of the National Society.
- (2) Each student chapter shall have a faculty advisor who shall, whenever possible, be a member of PENC. The student chapter advisor should be appointed by the Board through the chapter concerned and on the recommendation of the dean of the college or school involved.

C. Auxiliaries to Chapters

- (1) The Board may authorize each chapter to charter an auxiliary composed of spouses of the chapter's members.

- (2) The auxiliary shall operate within the chapter's constitution and bylaws.
- (3) The Board may authorize a statewide auxiliary advisory committee and define the scope of its duties.

Bylaw XIII - Order of Business

The order of business at meetings of the Board shall be determined by the President and/or the Executive Director subject to confirmation of the Board at the beginning of each meeting. The meeting agenda will address the following items:

1. Call to Order
2. Approval of Consent Agenda
3. Reading of Previously Unapproved Minutes
4. Approval of Meeting Agenda
5. Report of President
6. Report of President-Elect
7. Report of Treasurer
8. Report of Secretary
9. Report of National Directors
10. Report of Executive Director
11. Report of Chapter Governors
12. Report of Practice Division Chairmen
13. Report of Committees
14. Unfinished Business
15. New Business

Bylaw XIV - Expenses of Officers and Practice Division Representatives

A. Expenses of officers shall be underwritten as appropriate but shall not exceed amounts budgeted unless authorized in advance by the Board.

B. Expenses of the President and/or the national directors in attending a required national meeting may be reimbursed by the Organization to the extent not otherwise reimbursed by the National Society or by their employers, but in no case shall expenses reimbursed by the Organization exceed that specified for government employees or be paid for more than three days unless authorized in advance by the Executive Committee. Expenses shall be reimbursed by the Organization only for days on which the person attends required meetings and for which he occupies hotel, motel, or similar transient accommodations at or near the meeting site. Reimbursement shall be made only for automobile, air and local transportation expenses to the extent normally allowed by the National Society, plus lodging, registration fees, and banquet meals.

C. Expenses of representatives of Practice Divisions attending national meetings may be reimbursed as follows:

- (1) By the Practice Division, provided the expenditure has been approved prior to the meeting by the Practice Division's executive committee and the rate or reimbursement has been approved by the Board.

(2) In part by the Organization, provided the expenditure has been approved by the Board prior to the meeting. The combined reimbursement by the Practice Division and the Organization shall not exceed the rate authorized in paragraph B., above.

Bylaw XV - Rules for Use of PENC Logo

A. The PENC Logo is the official insignia of the Professional Engineers of North Carolina and is to be used only for official purposes of PENC and its chapters. It is not intended for personal use of members and may not be used on stationery or cards of individuals, partnerships, corporations or other business organizations.

B. The following uses are indicative of the type of material on which the Logo may be employed by PENC and its chapters:

1. Magazines, yearbooks, newsletters and other publications
2. Official reports
3. Stationery, official programs and agendas
4. Identification cards, buttons or other identifying media to be worn by members in attendance at meetings
5. Decorative banners and identification
6. Awards, plaques, membership cards, and certificates

C. The PENC Logo may not be altered in any way without permission of the Board.

Bylaw XVI - Effective Date

A. These Bylaws may be amended as provided in the PENC Constitution

B. These Bylaws, as revised, become effective upon approval of the Board.

Amendments approved by the PENC Board of Governors February 26, 2003.