

# **PENC Constitution**

## **Preamble**

Professional Engineers of North Carolina, recognizing that service to Society and to the Profession is the premise upon which individual opportunity must be built, does hereby dedicate itself to the promotion and the protection of the profession of engineering as a vital social, and economic influence to our State.

## **Article I - Name**

Section 1. The Organization shall be incorporated as the PROFESSIONAL ENGINEERS OF NORTH CAROLINA, hereinafter called the "Organization."

Section 2. The Organization shall be incorporated as a non-profit organization under the laws of the State of North Carolina.

Section 3. The Organization shall adopt a SEAL; the Secretary or Designee shall be its custodian.

Section 4. The Organization shall be affiliated with the National Society of Professional Engineers on an entire membership basis. Affiliation shall in no way be interpreted as interfering with the independence, autonomy, and self-control of the Organization.

## **Article II - Objectives**

The objectives of the Organization shall be the advancement of the public welfare and the promotion of the professional, social, and economic interests of the engineering profession; to stimulate and develop professional concepts among all engineers; and to 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 to urge each engineer to attain legal status through licensure.

## **Article III - Membership**

Section 1. Membership in the Organization shall be designated as Licensed Member, Member, Fellow Member, Honorary Member or Student Member.

Section 2. All members other than Honorary Members and Student Members shall have voting privileges in the Organization except only Licensed Members may hold State elective offices.

Section 3.

(a). Licensed Member - A Licensed Member shall be defined as a person holding a valid license or certificate of registration as a professional engineer, issued under the laws of any state, territory, possession, or district of the United States, or a province, or territory of Canada; or the equivalent under the laws of any country, or a retired engineer who

obtained and retained a valid license or certificate while in active practice in the profession until retirement.

- (b.) Member - A Member shall be defined as a person of high moral character who is:
- (1) A certified engineer in training (Engineering Intern), or the equivalent under the laws of any country, or
  - (2) A graduate engineer. A graduate engineer is one who has graduated from an engineering curriculum accredited by the Accreditation Board for Engineering and Technology (ABET); or has graduated from an engineering curriculum which is accredited by ABET within six years after graduation; or has been awarded a graduate engineering degree from a college or university which has one or more undergraduate engineering curricula accredited by ABET. For a graduate of an engineering curriculum in a foreign country, the applicant shall possess educational background equivalent to that attained from an engineering curriculum accredited by ABET.

A Member shall advance to the Licensed Member grade as soon as eligible by licensure.

(c.) A Student Member is a person defined as one who is enrolled in an ABET-accredited engineering program or an engineering or pre-engineering program that leads to engineering licensure. A full time graduate student in engineering may choose any grade for which eligible, including student member.

(d.) Fellow Member - A Fellow Member is an individual who holds the Fellow status from NSPE or is granted the Fellow status by PENC under procedures defined in the bylaws.

(e.) Honorary Member - An Honorary Member is an individual who holds the Honorary status from NSPE or is granted the Honorary status by PENC under procedures defined in the bylaws.

Section 4. Any current Member holding a grade and not eligible for one of these grades shall be retained in the grade of Member until eligible for another grade of membership.

Section 5. A Member may be expelled from the Organization or otherwise disciplined for cause as provided in the Bylaws.

Section 6. All Members in good standing on December 31, 1949, shall be Charter Members of the Organization.

#### **Article IV - Dues**

Section 1. The annual dues for Licensed Member, Member, Student Member and Fellow Member shall consist of the national dues, as specified by the National Society, plus state dues as determined by the Board.

Section 2. Provision is herewith made whereby affiliation of the Organization with the National Society of Professional Engineers will include payment of national dues as prescribed by the National Society.

#### **Article V - Administration**

Section 1. The Administrative year of the Organization shall be July 1 through June 30 of each year, but the Board may allow the officers to remain in office until new officers are installed during the Annual Meeting.

Section 2. The Organization shall be administered by a Board of Governors herein referred to as the Board. Within the provisions of this Constitution, the Board shall have full authority and power to act for the Organization between meetings.

Section 3. The Board shall consist of the following:

- (a) A President;
- (b) A President-elect;
- (c) A Secretary;
- (d) A Treasurer;
- (e) A Past President, who shall be the last living Past President of the Organization;
- (f) One or more Directors-at-large, who may serve as national directors;
- (g) One Governor, preferably the President-elect, elected by each active chapter of the Organization to represent the chapter on the Board;
- (h) One Governor, preferably the Division Chairman, from each active Practice Division.

Section 4. A majority of the Board shall constitute a quorum. An affirmative vote of a majority of the Board present at any regular or duly called meeting shall be required to pass any motion not inconsistent with the Constitution and Bylaws of the Organization.

Section 5. The Board shall have such powers and duties as are prescribed by the North Carolina statutes and by this Constitution and shall determine all questions of policy.

Section 6. The Board shall direct the investment, disbursements, and care of funds of the Organization.

Section 7. The Organization shall be represented on the Board of Directors of the National Society of Professional Engineers by national directors as provided by the Constitution and Bylaws of the National Society of Professional Engineers.

Section 8. The Board shall each year study the licensing laws for engineers, reporting to the membership legislative recommendations.

Section 9. The Board is authorized to appoint an Executive Director when financial duties and other conditions warrant and to fix his compensation and define his duties. The Executive Director, when so appointed, shall hold the appointive office of Executive Vice-President and shall be an appointive ex-officio member of the board.

## **Article VI - Officers and Directors-at-large**

Section 1. The Organization shall have as elected officers a President, a President-elect, a Secretary, a Treasurer, a Past President, and one or more Directors-at-large.

Section 2. The number of Directors-at-large shall be one for each 500 members or fraction thereof, with a maximum of three. If more than one Director-at-large is permitted, the terms of office will be staggered, and each shall be elected for a term of three years. One or more of the Directors-at-large shall represent the Organization as national directors, in accordance with the then-current bylaws of the National Society of Professional Engineers. If four or more national directors are permitted, the President, President-elect, Treasurer and Secretary shall serve, in that order, as the additional national directors.

Section 3. Officers and Directors-at-large shall assume their duties on July 1 each year. See Article V, Section 1, for exception.

Section 4. Should the office of President become vacant at any time during his term, the President-elect shall assume the office of President and serve for the remainder of the unexpired term. He shall continue to serve as President for the full year following as would be normal to the responsibility of the President-elect if the office of President had not become vacant.

Section 5.

(a) Should the office of President-elect become vacant under Section 4, above, at any time during his term, the Board shall appoint a Vice-President to serve only for the remaining unexpired portion of the President-elect term.

(b) Should the office of President-elect become vacant for any reason except under provisions of Section 4, the Board shall appoint a Vice-President to serve only the remaining unexpired portion of the President-elect term and the Nominating Committee shall then select a candidate for President for the next administrative year.

Section 6. In the event that an appointive Vice-President is serving and the office of President becomes vacant, the appointive Vice-President shall assume the office of President and serve for the remaining unexpired portion of that term. The Board shall appoint another Vice-President if this should occur. The Nominating Committee will then select a candidate for President for the next administrative year.

Section 7. Should the office of Secretary, Treasurer, or Director-at-large become vacant at any time during their respective terms, the Board shall appoint a member to serve only the remaining unexpired portion of the term.

Section 8. All elective officers of the Organization must be Licensed Members in good standing at the time of nomination and shall reside, or have their principal place of business, in North Carolina during their entire term of office. Change of residence to another part of the state during a term of office shall not affect tenure.

Section 9. The Treasurer may be bonded, at the expense of the Organization, for such an amount as may be determined by the Board.

Section 10. No elective member of the Board shall receive a salary or compensation, except for expenses incurred in behalf of the Organization and as approved by the Board.

## **Article VII - Nominating and Election of Officers**

Section 1. Nomination for elective officers shall be made by the Nominating Committee. Nominees shall be elected under the provisions of Article III and Article IV.

Section 2. The Nominating Committee shall consist of the last living Past President, and the Chapter President-elect of each Chapter area or the Chapter's designee if the Chapter President-elect is not yet identified or not able to serve. The last living past president shall serve as Chairman of the Nominating Committee.

(a) The Nominating Committee shall meet prior to December 15th in the year it is appointed. Each member of the Nominating Committee shall be notified, by the Chairman, fifteen (15) days in advance of the meeting date.

(b) A majority of the Nominating Committee members present and voting may select the names of the nominee. A simple majority of the full committee shall be required for final nomination. If a majority is not present, the Chairman of the Nominating Committee shall conduct a mail, fax or email ballot of the absentee members. The Nominating Committee shall report the names of its nominees at the next meeting of the Board following December 31st.

Section 3. No current State Officer or Director-at-large, except Past President, shall be eligible for appointment to the Nominating Committee. No member of the Nominating Committee shall be eligible for nomination except as provided in Section 5, below.

Section 4. One nomination shall be made by the Nominating Committee for each office, except as provided in Article VI. The report of the Nominating Committee shall be published to the membership by the most expedient means possible and shall include a brief biography of each of the nominees for state office.

Section 5. Nominations may be made by petition, to the Secretary, signed by at least fifteen (15) voting members in good standing within fifteen (15) days after the publication of the report of the Nominating Committee. Any nomination by petition for state office shall be accompanied by a brief biography of the candidate and a statement by the candidate affirming his or her willingness to serve if elected.

Section 6. If no additional nominations are received in accordance with Section 5 above, and there remains only one candidate nominated for an office, then that individual shall be considered elected to the office to which he or she is nominated, by unanimous consent, thirty days after the publication of the report of the Nominating Committee. If one or more additional nominations are received for any office in accordance with Section 5 above, then a ballot shall be submitted only to the affected membership (state society, practice division, chapter, etc.) and only for the contested office.

Section 7. The ballots shall be prepared by the Secretary or designee and shall bear the names of the nominees. A brief biography of each of the nominees for state office shall also be prepared. The ballots and biographies shall be submitted to the affected membership by the most expedient means possible on or before April 15 of each year. The Tellers committee shall tally only such ballots as are returned to the secretary postmarked by the date designated on the ballot and in such form as to provide proper identification.

Section 8. The sealed ballots shall be turned over to a committee of three Tellers from the membership appointed by the President or designee. This shall be done within fifteen days of the date designated for receipt of ballots. Upon receipt of the ballots, the Tellers Committee shall immediately tally the ballots rendering their signed report to the President. The full membership shall immediately be advised of the results of the ballot.

Section 9. A majority of the votes cast shall decide an election of officers.

## **Article VIII - Meetings**

Section 1. The Organization shall hold a minimum of one meeting each year at such time and place as may be designated by the Board.

Section 2. Other meetings of the Organization may be called by the President with a two-thirds affirmative vote of the Board or upon petition signed by not less than fifteen (15) percent of the voting members.

Section 3. The Board shall meet at such time and place designated by the President, at least twice a year in addition to the meeting of the Organization.

### **Article IX - Committees**

Section 1. An Executive Committee and Steering Committees shall be established in accordance with the Bylaws and charged with accomplishment of the major goals and objectives of the Organization. Each Chapter and Practice Division may appoint one member to serve on each steering committee. The President shall appoint licensed members to Chair each Steering Committee. The President shall appoint one member of the Board, preferably from the Executive Committee and National Directors, to serve on each Steering Committee. The President shall also be responsible for arranging the appointment of other members to serve on each steering committee, as necessary, to ensure effective committee operation. The Steering Committees may create and appoint members to subordinate committees or task forces as necessary to carry out their work.

Section 2. The President shall be responsible for the creation and for arranging the appointment of members to other committees as required by this Constitution and to any Special or Ad Hoc Committees or task forces as necessary to carry out the objectives of the Organization.

### **Article X - Chapters**

Section 1. The Board shall, at regular intervals, study the advisability of forming chapters, making such rules governing the granting or revoking of Charters or combining Chapters as are expedient, judicious, and wise, such that all engineers in the state can join together on a local basis to further the objectives of the Organization.

Section 2. Student Members actively pursuing an engineering curriculum may be authorized and chartered by the Board to form a student chapter.

Section 3. The Board may authorize each Chapter to issue a charter to form an auxiliary chapter whose membership shall be the spouses of that chapter's membership.

### **Article XI - Practice Divisions**

The Board may authorize and issue charters for Practice Divisions as defined by the National Society.

### **Article XII - Amendments**

Section 1. Amendments to this Constitution may be proposed by a majority of the Board, or by a petition signed by not less than fifteen (15) percent of the voting members. Amendments submitted by petition shall be reviewed by the Board and promptly transmitted to the secretary, with discussion and comments, to be included with the ballot at the next scheduled election; or by special ballot as directed by the Board.

Section 2. Amendments proposed in accordance with Section 1 above shall be published to the membership by the most expedient means possible. If no written objection is received from any member within thirty days after the date of the publication, then the proposed amendment will be considered adopted by unanimous consent. If any objection is received from a member in good standing within the thirty-day period, then the matter shall be submitted to the entire membership for vote.

Section 3. Where a ballot vote of the membership is required, an amendment shall become effective only upon:

- (a). affirmative vote of two-thirds of the ballots cast by the voting members, in such form as to provide proper identification and provided that the number of members voting is not less than twenty (20) percent of the qualified members.
- (b). In the event that the total vote of the total members eligible to vote is less than 20%, and if two-thirds or more of the members voting shall declare themselves in favor of the proposed amendment(s), the same shall be voted on by the Board of Governors at the next scheduled Board meeting following execution of the ballot. If two-thirds or more of the Board declare themselves in favor of the proposed amendment(s) the same shall become part of this Constitution.

Section 4. Ballots for amendments shall be submitted to the membership by the most expedient means possible. Amendments shall become effective on the date stipulated on the ballot.

### **Article XIII - Bylaws**

Section 1. The Board shall prepare and adopt Bylaws which shall regulate all state and internal affairs of the Organization and procedures consistent with this Constitution.

Section 2. The Bylaws may be amended by a two-thirds affirmative vote of the Board.

Section 3. All amendments shall be reduced to writing and submitted to the members of the Board at least thirty (30) days prior to the meeting at which time the amendment will be considered. The Board may, at its option, by a majority vote, waive the advance notice provision on amendments to the Bylaws when such amendments are proposed by the Constitution and Bylaws Committee.

### **Article XIV - Effective Date**

This constitution as revised shall become effective on July 1, 1999 if approved by a majority mail ballot cast by members and received in good order by the Secretary.

Amendments approved by the Board of Governors on June 18, 2003.

Amendments approved by the Membership on April 30, 2003.