

## **PENC Bylaws**

### **As Amended 2011**

#### **Preamble**

Article XI of the PENC Constitution instructs the PENC Board to prepare and adopt Bylaws which shall regulate all PENC affairs and establish procedures consistent with the Constitution. These Bylaws are created in compliance with that mandate. If any provision of these Bylaws is found to be in conflict with the Constitution, the Constitution shall govern.

#### **Bylaw I – Terms of Reference**

- A. The Professional Engineers of North Carolina hereinafter shall be called the Organization or PENC.
- B. The National Society of Professional Engineers hereinafter shall be called the National Society or NSPE.
- C. The PENC Board of Governors hereinafter shall be called the Board.
- D. The PENC Constitution hereinafter shall be called the Constitution.
- E. The elective officers of the Organization, including the Directors-at-large, shall be called by their elective title or, as a group, the Officers.
- F. The pronouns “he” and “his” shall be deemed also to refer to “she” and “her” herein.

#### **Bylaw II – Membership**

A. Membership is limited to grades specified in Article III of the Constitution. Applicants for membership who qualify for a grade except Fellow Member and Life Member shall be admitted to membership upon completion of the appropriate application and payment of dues. There is no application process for Honorary Member, which is granted only by the Board.

##### **B. Revocation of Membership**

1. Any Licensed Member, including a licensed State Associate Member, whose licensure is revoked for any reason whatsoever shall immediately be dropped from the membership of the Organization.

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

3. A member may be returned to good standing only after meeting all requirements for membership as specified in the Constitution and Bylaws, and with the approval of the Board.

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

except that a Licensed Member who has been approved by the appropriate state board of examiners as a "Professional Engineer-Retired" shall remain a Licensed Member.

D. 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.

#### E. Honorary Membership

1. Any individual may be elected as an Honorary Member by the Board.

2. Honorary Members shall be elected to membership normally for a period of one year, but may be elected Honorary Members for life, at the discretion of the Board.

3. Individuals holding Honorary Membership in NSPE and residing within the State of North Carolina will be considered Honorary Members of PENC.

#### F. Fellow Membership

1. Any current Licensed Member of PENC shall be eligible for election by the Board as a PENC Fellow, subject to the following:

a. Must have been a licensed Engineer for at least 20 years, as of December 31 of the year of nomination or, if retired, must have been a licensed Engineer for at least 20 years prior to retirement.

b. Must have been a PENC Licensed Member for at least 10 years, as of December 31 of the year of nomination, and currently a PENC Licensed Member.

(1). Licensure in NC is not a requirement for PENC Licensed Member status. However, current valid licensure is required somewhere unless the nominee is retired.

(2). The 10-year PENC membership requirement is waived for NSPE Fellows who subsequently become members of PENC.

c. May not be receiving compensation from PENC or NSPE at the time of selection.

2. Procedures for nomination and election as a PENC Fellow shall be established by the Board.

3. The number of PENC Fellows selected in a single year shall be limited to 0.3% of PENC total membership, rounded up to the next whole number. If the annual quota is not filled, the unfilled slots will be carried over for one year and added to the 0.3% for the succeeding year, subject to a maximum of two slots carried forward.

4. PENC Fellow Members are authorized to use the title "F.PENC" in addition to "P.E." (example: John Q. Doe, P.E., F.PENC).

#### G. Life Membership

1. The requirements for Life Member status in PENC are:
  - a. Continuous membership in PENC, or combined continuous membership in PENC and another state affiliate of NSPE, for a period of 40 years.
  - b. Membership in PENC at the time of application.
  - c. Have reached 65 years of age.
2. Life Member status is conferred only by the Board upon application from the member.
3. Individuals holding Life Membership in NSPE and residing within the State of North Carolina will be considered Life Members of PENC.

### **Bylaw III – Dues**

- A. All membership classes shall pay annual State Dues as specified by the Board, except Life and Honorary Members, as provided below. Members who are also members of NSPE will additionally pay NSPE dues as they are established by NSPE.
- B. Statements for annual dues for the forthcoming year shall be distributed to members in accordance with a schedule adopted by the Board. Dues are payable upon receipt of the statement.
- C. New members may pay first-year dues at an introductory dues plan rate, if one exists, or at the applicable annual dues rate.
- D. 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.
- E. 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, for example to establish a record of continuous membership in order to qualify as a Life Member, the delinquent member shall apply for reinstatement and pay all unpaid dues from the year in which he became delinquent, plus any administrative fees which may be imposed.
  2. The member may state that he does not wish to maintain a record of continuous membership and pay dues as set forth in paragraph G above.
- F. A member with at least five (5) years of continuous membership and who is totally and permanently disabled may apply for waiver of one half dues, or after at least ten (10) years of continuous membership for waiver of all dues.
  1. The application shall be submitted to the member's chapter and then to the Board for consideration. Approval by the Board constitutes waiver of applicable PENC dues.

2. If approved by the chapter and the Board, and the member also holds NSPE membership, the application shall be submitted to NSPE for its action.

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

H. Members meeting the requirements of NSPE Retired Member status shall be granted waiver of one-half PENC dues. One-half PENC dues shall be paid annually until Life Membership requirements are met.

#### **Bylaw IV – Board of Governors**

A. The Board shall perform such functions as may be prescribed by the Constitution and these Bylaws.

1. The Board shall adopt a budget and cause the accounts of the Treasurer or designee to be published once a year.

2. The Board shall make a report to the membership at least once a year.

3. The minutes of Board meetings will be available to any member of the Organization upon written request.

B. The Board shall hold a regular meeting in conjunction with 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.

C. The President will determine the time and place of Board meetings.

1. Notice of regular Board meetings will be distributed by the most expedient means at least two weeks in advance.

2. Call meetings of the Board may be held with less than two weeks' advance notice with the consent of the Board.

D. The Board shall have the authority to publish and distribute proceedings, transactions, or other information important to the membership, in its discretion.

E. 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.

F. 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.

#### **Bylaw V – Meetings and Ballots of the Organization**

A. The Board will determine the time and place of meetings of the Organization.

1. Notice of meetings of the Organization will be distributed by the most expedient means at least thirty (30) days in advance.

2. Those members of the Organization present at meetings shall constitute a quorum.

3. Issues before meetings of the Organization may be decided by voice vote, unless a majority of those present request that the matter be decided by secret ballot. In such case, the President will appoint a Tellers Committee to tally the ballots.

B. If matters require a vote of the membership between meetings of the Organization:

1. Ballots will be distributed to the membership by the most expedient means, which may include electronic mail.

a. Members will have 30 days from the date of distribution of ballots to respond.

b. Those members actually voting will constitute a quorum, and a majority of those voting will determine the outcome.

2. The President will appoint a Tellers Committee of at least three members to tally the ballots. The results of the vote will be published to the membership by the most expedient means within 15 days of the end of the voting period.

#### **Bylaw VI – Qualification, Duties, Terms and Election of Officers**

A. Qualifications for election to office in PENC are:

1. The President and President-elect must be a Licensed Member, Life Member, or Fellow Member, and must be a member of both PENC and NSPE.

2. The Secretary, Treasurer and Directors-at-large may be, in addition to the grades enumerated in paragraph A-1 above, a Member, or a State Associate Member who otherwise meets the requirements for Member.

3. Officers must be residents of North Carolina.

B. The President shall:

1. Preside over all meetings of the Organization, the Board and the Executive Committee.

2. Be generally responsible to the members for the affairs of the Organization

3. Represent PENC at all state and national events.

4. Appoint, with the approval of the Board, all committees except as otherwise provided in Article VIII of the Constitution.

5. Be an ex-officio member of all committees.

C. In the absence of the President, the order of succession as presiding officer at the meetings of the Organization, the Board or the Executive Committee shall be the President-elect, the Past President and the Treasurer.

D. The President-elect shall assist the President in the performance of his duties and act in his place when requested, and succeed the President when his term of office ends.

E. The Secretary shall keep an accurate record of the proceedings of the Organization and of the Board.

1. He shall issue all calls, notices, etc. as instructed by the President or by the Board.

2. He shall conduct the correspondence of the Organization and shall have custody of all books, papers, records and documents.

3. The Executive Director may be designated by the Board to serve as Assistant Secretary to assist the Secretary in the fulfillment of these duties.

F. The Treasurer shall maintain a set of books showing receipts and disbursements of the Organization and the account of each member, chapter and practice division.

1. He shall be responsible for all moneys of the Organization as authorized and directed by the Board.

2. He shall submit all non-budgeted bills to the Board for approval.

3. He shall submit a complete report of the year's business of PENC at each meeting of the Organization.

4. The Executive Director may be designated by the Board to serve as Assistant Treasurer to assist the Treasurer in the fulfillment of these duties.

G. The Directors-at-large shall assist the President, the Board and the Executive Committee in the administration and execution of the programs of the Organization.

H. The Board may select one or more members to represent the Organization on the governing entity of the National Society, as that may change from time-to-time. Such representatives shall be selected from the officers and past-presidents of the Organization who are members of both PENC and NSPE.

I. The term of office for President, President-elect, Secretary and Treasurer is for one year, and the term of office for Director-at-large is for three years. There is no prohibition to an officer succeeding himself for additional terms.

J. Officers shall be nominated and elected as follows:

1. The President shall appoint a Nominating Committee which shall consist of the most recent Past President able to serve and the President-elect of each geographic Chapter, or the

Chapter's designee if the Chapter President-elect is not yet identified or not able to serve. The most recent 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. Such meeting may be by telephone or other electronic means.
- b. One nomination shall be made by the Nominating Committee for each office, except as otherwise provided in the Constitution.
- c. A majority of the Nominating Committee members present and voting may select the names of the nominees. A simple majority of the full committee shall be required for final nomination.
- d. The Nominating Committee shall report the names of its nominees at the next meeting of the Board following December 31st.

2. No current State Officer, 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 paragraph 4, below.

3. 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.

4. 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 willingness to serve if elected.

5. If no additional nominations are received in accordance with Section 4 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 4 above, then a ballot shall be submitted only to the affected membership (state society, practice division, chapter, etc.) and only for the contested office.

- a. The ballots shall bear the names of the nominee(s). A brief biography of each of the nominees for state office shall also be included.

- b. 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. Determination and publication of the results of the ballot shall be in accordance with Bylaw V-B-2.

## **Bylaw VII – Committees**

A. The Organization may establish Committees and similar subordinate groups to carry out the mission and objectives of the Organization.

B. The organizational structure will be established by the Board from time-to-time and may be changed at the discretion of the Board. The organizational structure and assignment of responsibilities will be documented in appropriate operating guidelines.

C. The President shall appoint the chairman and members-at-large of each committee and subordinate group. Each chapter President will be encouraged to appoint a member of these groups, as may be appropriate.

D. The Executive Committee may establish ad hoc committees and task forces to carry out the programs of the Organization. The President will appoint the chairman and membership of such committees and task forces.

E. Each committee, task force and subordinate group shall maintain a record of its proceedings and actions and report from time-to-time in accordance with its operating guidelines.

### **Bylaw VIII – Chapters**

A. The Organization shall have the following geographic Chapters:

1. Southeastern -
2. East Carolina -
3. Central Carolina -
4. South Central -
5. South Piedmont -
6. Central Piedmont -
7. North Piedmont -
8. Northwest -
9. Western Carolina -

B. Chapters shall carry out the programs of the Organization within their respective territories, including professional development activities.

C. Each Chapter shall submit its constitution and bylaws, and all changes or amendments thereto, to the Board for approval.

1. Nothing in a Chapter's constitution or bylaws shall be in conflict with the PENC Constitution and Bylaws.

2. Chapters will comply with all applicable laws, regulations and policies, specifically including the regulations of the Internal Revenue Service and the policies of the N.C. Board of Examiners for Engineers and Land Surveyors.



D. 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.

E. A PENC member may elect to be a member of any Chapter, or no Chapter.

F. The Organization may establish Student Chapters to serve the students of colleges or schools of Engineering within the state of North Carolina.

1. The objectives of Student Chapters are, among others, to promote enrollment in engineering, assist engineering students in successfully graduating from an engineering curriculum, promote involvement of engineering students in service activities, and encourage engineering students to pursue a path toward licensure, to include taking and passing the Engineering Intern examination.

2. Rules and regulations for the organization and operation of Student Chapters shall be determined by the Board and shall be designed according to the policies of the National Society.

3. The geographic Chapter within whose territory the educational institution exists will be responsible for serving as mentor and liaison between the Student Chapter and the Organization.

a. Each Student Chapter shall have a faculty advisor who shall, whenever possible, be a member of PENC.

b. The Student Chapter faculty advisor will be appointed by the Board on the recommendation of the local Chapter and the Dean of the college or school involved.

4. Student Chapters will be established at the following educational institutions:

a. North Carolina State University

b. North Carolina A&T University

c. University of North Carolina at Charlotte

d. East Carolina University

#### **Bylaw IX – Practice Divisions**

A. The Organization will have the following Practice Divisions, which parallel the NSPE Practice-specific Interest Groups:

1. Professional Engineers in Construction

2. Professional Engineers in Higher Education

3. Professional Engineers in Government

4. Professional Engineers in Industry
5. Professional Engineers in Private Practice
6. Young Engineers

B. 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 Divisions shall operate within the Constitution and Bylaws of PENC. Operating rules, and any changes thereto, must have the approval of the Board.

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

E. Each active Practice Division shall designate 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.

F. 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 must be processed and released in accordance with the regular procedures of the Organization.

#### **Bylaw X – 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 XI - Order of Business at Board Meetings**

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:

- A. Approval of Consent Agenda
- B. Approval of Previously Unapproved Minutes
- C. Approval of Meeting Agenda
- D. Report of Officers
- E. Report of National Representatives
- F. Report of Executive Director
- G. Report of Chapter Governors
- H. Report of Practice Divisions Delegates
- I. Report of Committees
- J. Unfinished Business
- K. New Business

## **Bylaw XII - Expenses of Officers and Practice Division Representatives**

A. Expenses of officers may 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 representatives 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 U.S. government employees or be paid for more than three days unless authorized in advance by the Executive Committee.

1. 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, and for travel to and from the required meetings.

2. 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 meals.

## **Bylaw XIII - 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 XIV – Amendments**

A. Amendments to these Bylaws may be proposed to the Board by the Executive Committee, or upon petition signed by not less than fifteen (15) percent of the voting membership or one-third (1/3) of the membership of the Board.

B. Proposed amendments shall be submitted to the members of the Board at least thirty (30) days prior to the meeting at which the amendments will be considered.

C. Amendments to the Bylaws must be approved by two-thirds (2/3) of the members of the Board in attendance at a regular meeting of the Board, called in accordance with the Constitution and Bylaws and with the notice required by paragraph B above.

D. The effective date of these Bylaws, as amended, is MM DD, 2011.