

**North Dakota Society of Professional Engineers  
Board of Directors Meeting  
January 12, 2007 – Teleconference Call**

1. **Call to Order** – The Board of Directors of NDSPE met via teleconference on January 12, 2007 at 12:00 p.m. President Gregg Thielman called the meeting to order. Present by city were:

Bismarck: John Spilman, James Landenberger, Bruce Nelson, Michael Gunsch, Cliff Keller and Mary Nelson  
Fargo: Gregg Thielman, Kent Ritterman and Don Andersen  
Grand Forks: Bruce Dockter and Jay Kleven  
Minot: Tom Atkinson

The Secretary declared that a quorum was present.

2. **Introductions**

3. **Adoption of the Agenda** –

Michael Gunsch added item 5.D. Old Business Membership Committee report. Gregg Thielman added 7.A. Other Business Invitation to NDSPLS Annual Meeting.

**Don Andersen moved to approve the agenda as amended. Motion was seconded by Tom Atkinson and carried.**

4. **Approval of Minutes** – the minutes from the Board of Directors meeting held September 16, 2006 in Carrington were distributed via mail and reviewed.

**Michael Gunsch moved that the minutes be approved as distributed. Motion was seconded by James Landenberger and carried, with the clarification of minutes from September 16, 2006 not May 17, 2006 as printed on agenda.**

5. **Old Business** –

- a. **Status Constitution & Bylaws Committee Amendments** – Tom Atkinson, Chair of the Constitution & Bylaws Committee sent out a updated draft of the Bylaws and Operating Procedures for the Board of Directors to review. The committee's goal is to move towards working bylaws and operating procedure with using the format of NSPE bylaws operating procedure. The Board of Directors would have the power to change the bylaws & operating procedure, with the changes being presented at the annual meeting. The committee tried to use the existing language from the current bylaws as possible. Tom stated the main changes made were as follows:

- A House of Delegate representative established
- The Board of Directors to include the President, Vice President, Secretary/Treasurer, Chapter Presidents & House of Delegate Representative.
- The Board of Directors has the power to change the bylaws with a 2/3 vote, with the changes summarized at the next annual meeting and voted on by the membership. The Board of Directors may change the operating procedure with a simple majority at a Board meeting.
- A clause was added that the costs associated with a Board approved amendment to the bylaws be compensated by the Society.

- Deleted reference to the Educational Foundation, it is its own entity.

Chairman Tom Atkinson suggested if the Board of Directors is comfortable with the changes the committee will go forward with presenting to the general membership.

President Gregg Thielman commented that another teleconference the first week in February may be necessary to finalize the changes before being sent to the general membership.

Michael Gunsch & Kevin Nelson responded via e-mail with their comments. Michael Gunsch reviewed the comments they both had. Many of the changes pertained to formatting and verbiage. It was suggested to add Mathcounts as a standing committee. Discussion regarding the Discipline section of the operating procedures took place. Appendix A –Standing Committee Structure and Duties was added to the operating procedures.

See Attachment 1 for detailed comments.

Mary Nelson was directed to obtain a copy of the Articles of Incorporation from the Secretary of State.

The timeline to complete the task of approval of the Bylaws & Operating Procedures is as follows:

- January 22, 2007 – Final draft completed by committee, forwarded to James Landenberger and then out to the Board of Directors.
- First week of February Board of Directors teleconference.
- February 22, 2007-Members notified of proposed amendments

- b. NSPE House of Delegates Update-** President Gregg Thielman commented that he participated in the NC Region teleconference held on January 12, 2007. The region had concerns about account management and billing from NSPE. ND’s cash flow has not been affected like some of the bigger states have.

- c. 2007 Annual Meeting Update –** Jay Kleven reviewed the plan of events for the Annual meeting as follows:

March 8, 2007 pm- Board of Directors meeting.

March 9, 2007- General membership meeting including PDH sessions

March 9, 2007 pm-Banquet

March 10, 2007 am- General Membership session continued

The meeting will be held at the Hilton Garden Inn. Jay has reserved a block of rooms.

The national officer that will be attending has not been announced as of yet. Grand Forks will do a mailing for registration for the meeting.

- d. Membership Committee report-** Chairman Michael Gunsch reported that the committee contacted the members on the delinquent list. Michael estimated that the recovery rate to be about 20% and felt it was a valuable exercise and recommended continuation. They were not able to reach some members due to relocation.

**6. New Business –**

- a. Life Membership for Harris Anderson-** Jay Kleven commented that he was very familiar with Harris Anderson and spoke very highly of him. Harris meets all the criteria for Life membership status.

**Michael Gunsch moved to approve Harris Anderson for Life membership status. Motion seconded by Jay Kleven and carried.**

7. **Other Business –**

**a. Invitation to NDSPLS Annual Meeting-** President Thielman received an invitation to the NDSPLS Annual Meeting on February 7-9 in Dickinson. Gregg had spoken to Kevin Nelson who is also a member of NDSPLS, and he is planning on attending.

**Bruce Nelson moved that NDSPE pay for registration, motel & travel expenses for Kevin Nelson to attend the NDSPLS Annual Meeting in Dickinson on Feb 7-9. Motion was seconded by James Landenberger and carried.**

Gregg noted that he will be writing a letter of recommendation for Kevin Nelson for Fellow membership.

Cliff Keller commented that for the next two years there could be an opportunity for those that desire to serve on the Board of Registration. James Jorgenson's term expires June 30, 2007 and Gary Arman's term will expire in June 30, 2008. NDSPE will provide the three names to be sent to the Governor.

The nominating committee will discuss a nominee for the Vice President position for 2007-2008. According to the rotation that individual should be from the Fargo Chapter.

Chapter 3 will be nominating Gary Arman for the Chandler Award.

Don Anderson commented that a fall newsletter was not published. Discussion took place regarding whether or not to send a hard copy or an electronic. The constitution states "written notification" therefore it was decided to send a letter or postcard to the members directing them to the website for the electronic newsletter or request a written edition. Don Andersen requested written newsletter articles be sent to him as soon as possible.


There is a design-build Senate bill pertaining to Garrison Diversion that may be of interest and recommended that the Legislative Committee track it. This issue has not yet been assigned a number.

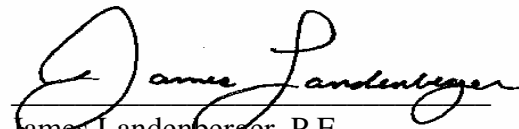
8. **Adjourn –**

**Bruce Nelson moved that the meeting adjourn. Motion seconded by James Landenberger and carried.**

Meeting adjourned at 1:50 p.m.

Respectfully submitted,

  
Mary B. Nelson  
Executive Secretary

  
James Landenberger, P.E.  
Secretary-Treasurer

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**PROPOSED**

**Operating Procedures for the  
North Dakota Society**



**of Professional Engineers**

**(Date of approval by the NDSPE Board of Directors)**

**PROPOSED**

**Need to include a table of contents**

## OPERATING PROCEDURES

### **MEMBERSHIP**

**Section 1** Membership applications may be received by either the state Society or NSPE. If submitted to the state Society, the Secretary will review the application for eligibility as applicable forward to NSPE.

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

**Section 3** Violation of the Society Bylaws, NSPE Bylaws, the Code of Ethics, or criminal conviction shall be considered as just cause for discipline as hereinafter provided.

**Section 4** The classes of membership shall be as follows:

- a. Licensed Member Grades
  1. Licensed Member
  2. Licensed Life Member
  3. Licensed Retired Member
- b. Member
- c. Fellow Member
- d. Honorary Member
- e. Student Member

**Section 5** Membership Qualifications

- a. Licensed Member Grades
  1. 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.
  2. Licensed Life Member - A Licensed Life 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; and whose status had been changed to Licensed Life Member status. A Licensed Life Member shall be given an option in writing to contribute to NSPE annually. Application for status as a Licensed Life Member may be made personally, by the Member's Chapter, or by the State Society. The requirements for Licensed Life Member status are as follows:

- a. Shall have been a Member of the Society, above student grade, in good standing for a continuous period of at least 40 year, or
  - b. Shall have retired from the active practice of professional engineering and is working no more than 20 hours per week; and
    - Shall be at least 60 years of age, and
    - Has been a member, above student grade, in good standing for a continuous period of at least 30 years. -
  - c. A majority of the Board of Directors approval of the application is required.
3. Licensed Retired Member - Licensed Retired Members shall pay one-half Licensed Member dues of the State Society. The application for Licensed Retired Member status can be made personally, by the Member's Chapter, or by the State Society.

The requirements for Licensed Retired Member status are as follows:

1. A Licensed Retired Member shall be defined as a person who has held a valid license or a 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; and whose status had been changed to Licensed Retired Member status, and who obtained and retained a valid license or certificate of registration, while in active practice as a professional engineer, until retirement.
  2. Shall be retired from full-time employment as a professional engineer and engaged in less than 20 hours of professional engineering per week and shall be at least 60 years of age and has paid dues for the 10 consecutive years preceding application for Licensed Retired Member status.
- b. Member - A Member shall be defined as a person of high moral character who is:
1. A certified engineer-in-training (Engineer Intern), or the equivalent under the laws of the United States, Canada, or other country, or
  2. An engineer 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 a graduate engineering degree from a college or university which has one or more undergraduate engineering curricula accredited by ABET. A graduate of an engineering curriculum from a foreign country, the applicant shall possess educational background equivalent to that attained from an engineering curriculum accredited by ABET.
  3. A Member shall advance to the Licensed Member grade as soon as eligible by licensing or registration.

- c. Fellow Member – A Fellow shall be a Licensed Member and approved by a peer review of Fellows. The peer review shall take into account, but not be limited to, such considerations as professional status and outstanding service to NSPE, the engineering profession and the public.
- d. Honorary Member – An individual, whose knowledge and accomplishments deserve special recognition for that individual’s outstanding contributions to the engineering profession and or the public good. An Honorary Member shall not have voting privileges, may not hold office, and shall pay no dues. An honorary membership shall only be awarded upon the approval of two-thirds of the NDSPE Board of Directors.
- e. Student Member – A Student Member is a person who is enrolled in an ABET accredited engineering program or an engineering or pre-engineering program that leads to engineering licensure, and is carrying at least 12 credit hours. A full-time graduate student in engineering may choose any grade of membership, for which eligible, including Student Member. A Student Member does not have voting privileges and may not hold any Society Office.

## **MEMBERSHIP DUES**

- Section 1 Annual dues are payable on January 1<sup>st</sup> of each year, or as otherwise determined by the NSPE Board of Directors.
- Section 2 The Board shall set the annual dues for membership in the Society, as well as the annual dues for membership in chapters and practice divisions.
- Section 3 Members admitted for the first time and paying full dues shall receive services as follows:
  - a. Members admitted between January 1<sup>st</sup> and June 30<sup>th</sup> – for the remainder of the current calendar year.
  - b. Members admitted between July 1<sup>st</sup> and December 31<sup>st</sup> - for the remainder of the current calendar and for the following calendar year.
- Section 4 NSPE shall collect annual dues, unless directed otherwise by the Board of the state Society. If the Society or chapter collects dues, the appropriate state official shall transmit to NSPE the national dues collected for that organization, on a monthly basis.
- Section 5 Should the dues of any member remain unpaid on the due date, said member shall be listed as "delinquent" and shall be dropped from the membership rolls of the Society if unpaid for a period of 90 days. Payment of delinquent dues must accompany the request of such person for readmission for the current year. The Membership Committee shall be notified on any delinquent members and shall contact them to determine and document in their annual report the reason for their change in status.
- Section 6 Members are eligible for Honorary, Life or Retired membership status, with waiver or reduction of dues after meeting the requirements as set forth by the NSPE Bylaws or these Operating Procedures.

Section 7 Dues may be waived for a period of one year in hardship circumstances, including unemployment. The member's State Society and the NSPE Executive Director shall approve application for a waiver of dues. Such application, if approved by the Society, shall be submitted to NSPE for approval of the waiver of any NSPE dues.

Section 8 Upon receipt of a bachelor's degree in engineering, Student Members in good standing shall be advanced without filing an application to the next higher membership grade for which qualified, except that graduate students may retain Student Membership by written request to the Society.

Section 9 The dues for membership in the Society shall be as follows:

Licensed Member	\$72.00 plus National Dues
Licensed Life Member	\$0.00 and no National Dues
Licensed Retired Member	\$35.00 plus one-half of National Dues
Member	\$25.00 plus National Dues
Honorary Member	\$0.00
Student Member	\$ 5.00 plus National Dues
Fellow Member	Pay dues in category to which the member belongs (i.e., Licensed Member, Licensed Life Member, Licensed Retired Member)

Section 10 Dues include a year's subscription to the official publications of the State and National Society.

Section 11 The amount of the State dues, to be paid to each Chapter, for each paid up member as of March 1, shall be determined by the Society at an annual meeting. The society shall pay to each chapter, for each paid up member as follows:

Licensed Member	\$8.00
Licensed Life Member	\$0.00
Licensed Retired Member	\$4.00
Member	\$3.00
Honorary Member	\$0.00
Student Member	\$2.50



- Section 1 The Board of Directors shall establish the direction and have general supervision of all matters pertaining to the Society. It shall adopt and monitor a budget and cause the accounts of the treasurer, and any specifically designated committees, to be audited not less than once a year.
- Section 2 The Board shall provide for and superintend the publication and distribution of all proceedings or transactions of the Society and shall have authority to appoint an editor and publish an official periodical for the Society. This publication can be made and distributed by mail or electronic methods, and shall be posted and update on the Society web site on a regular basis.
- Section 3 A simple majority of the Board Members and the designated proxies shall constitute a quorum. If either a Chapter President or a Practice Division Chair is unable to attend or participate in any Board Meeting, that person shall select a Licensed Member, a Licensed Life Member, a Licensed Retired Member, or a Member to serve as a proxy to attend or participate in the Board Meeting. If possible, the member selected as a proxy for the Chapter President should be a Chapter Officer from the President's Chapter. If possible, the member selected as a proxy for the Practice division Chair should be a member of the Chair's Practice division. Board Members or designated proxies shall be limited to one vote on any issue brought before the Board. An affirmative vote by a majority of the Board Members and designated proxies present at a regular or duly called meeting shall be required to pass any motion consistent with the Constitution and Bylaws of the Society.
- Section 4 Board designees shall attend chapter meetings for the purpose of inquiring into the condition of the profession and to improve the communication between the chapter membership and the Society.
- Section 5 The Board shall hold a regular meeting at the time of the Annual Meeting and at least once each quarter thereafter. It shall hold special meetings at the call of the President or on the petition of 25 percent of the directors.
- Section 6 The notice for any each meeting of the Board shall be transmitted in writing to each member of the Board at the member's last recorded address at least 10 days prior to the scheduled date thereof. An agenda and copy of each report and resolution, which are to be considered at such meetings, shall accompany the notice of the meeting and no other matters shall be considered at such meetings without the consent of the majority of the members of the Board in attendance.

### **BALLOTS OF THE BOARD**

- Section 1 The President may at any time direct the Secretary to submit any question to the members of the Board by means of a letter or electronic ballot.
- Section 2 Upon direction of the majority of the members of the Board present at any meeting, where less than all members of the Board are present, the Secretary shall submit any question to the members of the Board by means of a letter or electronic ballot.

- Section 3 In the event of any meeting at which less than all members of the Board are present and the majority vote on any question constitutes less than a majority of all members of the Board, any member of the Board may direct the Secretary to submit the question to all members of the Board by means of a letter or electronic ballot.
- Section 4 A majority of all votes received within 15 days of the mailing of the ballots shall decide the question, provided votes are received from at least two-thirds of the total membership of the Board.
- Section 5 The Secretary shall record as a part of the minutes of the appropriate meeting the data concerning each letter ballot, including the dates of the mailing and the return of the ballots, and the names and votes of all members voting. The Secretary shall notify all members of the Board of the results within three weeks of the date of the original action.

## **OFFICERS**

- Section 1 President -- The President shall preside at all meetings of the Society and of the Board of Directors; shall be, ex-officio, a member of all committees; shall appoint chairs and members of all committees; and have general direction of the business of the Society.
- Section 2 President-Elect -- The President-Elect shall act as President in the President's absence, and shall undertake assignments at the request of the President or the Board. The principal activity of the President-Elect shall be an assessment of the Society, and the development of plans for the following year.
- Section 3 Vice President -- The Vice President shall have such duties as the President or Board may assign. In the absence of, or in case of the inability of the President and President-Elect to serve, it shall be the duty of the Vice President to perform all the duties of the President.
- Section 4 Treasurer -- It shall be the duty of the treasurer to protect all money and records of account of the Society, make an annual report of receipts and disbursements to the Society; give such security, to secure the faithful discharge of duties as may be determined from time to time by the Board. The fee for security shall be paid out of the treasury of the Society. At the expiration of the term of office, all books, papers, and money belonging to the Society shall be turned over to the successor treasurer, who shall give the preceding treasurer a receipt therefore.
- Section 5 Secretary -- The Secretary shall record proper proceedings of meetings and perform such duties as are required by law, or assigned by the Board.
- Section 6 NSPE Delegate --The Delegate to the House of Delegates shall attend and represent the Society at the NSPE House of Delegates Assembly and represent the Society in all other matters of the House of Delegates. The Delegate shall report actions taken by the House of Delegates to the Society Board of Directors and shall consult with the Board of Directors on a regular basis to properly represent the wishes of the Society before the House of Delegates.

## **COMMITTEES**

Section 1 The Standing Committees of the Society shall be as set forth by the Board. The following committees are currently designated:

Awards  
Budget  
Bylaws Operating Procedures and Ethics  
Education  
Legislative  
MATHCOUNTS (North Dakota)  
Membership  
Nominations  
Professional/Relations  
Publications

The Board in determining the establishment or continuance for each committee, or any special ad-hoc committee or member task force, shall review at least annually the purpose, intent, objective and relevance for each as it serves the betterment of the Society.

The standing committee structure and duties are outlined in Appendix A of these Operating Procedures.

Section 2 Each of the standing committees shall consist of members appointed annually by the President, who shall also designate the chair of each committee. The practice divisions may appoint such committees as are necessary to carry on their activities.

Section 3 Each standing committee shall inform the Board of its activities at least once each year, or as otherwise directed by the President.

Section 4 The President shall appoint such other special committees as may be desirable for the conduct of the business of the Society.

Section 5 No committee shall commit the Society without specific authorization from the Board.

## **PRACTICE DIVISIONS**

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

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

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

- Section 4 The officers of each practice division shall include a chair, chair-elect, the immediate past chair, and such other officers as determined by the division and approved by the Board.
- Section 5 Officers shall assume the duties usually performed by officers in like positions, subject to rules, which may be adopted by the division and approved by the Board.
- Section 6 The officers shall constitute the practice division executive board.
- Section 7 When considered necessary for promoting or forwarding its special objectives, any practice division may establish a fund for that purpose, to be maintained in the treasury of the Society. Such funds may be obtained through dues and/or assessment of its own members; or by other means, which are authorized by the Board. The treasurer of the Society shall be the custodian of all practice division funds, the expenditure of which shall be subject to the approval of the officers of the division.
- Section 8 Minutes shall be kept and filed for all meetings of practice divisions and the division executive board. An annual report outlining the division's activities for the year, including financial statement and officers, shall be made to the Board.
- Section 9 All actions by practice divisions shall be consistent with the policies of the Society.
- Section 10 Practice divisions serving the Society shall be as follows:

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

There are no NSPE Dues assigned to the Practice Divisions, however the members are requested to elect membership in their principal practice area.

## **DISCIPLINE**

- Section 1 Charges or complaints of alleged violations of the Code of Ethics or of laws and regulations governing the profession may be filed in writing by anyone having factual knowledge of the matters; charges concerning the NSPE Bylaws or Society Bylaws shall be filed by a member in good standing. Each member is responsible to render written reports of factual knowledge of alleged violations of the Code of Ethics. Such charges shall be filed with the Secretary of the Society.
- Section 2 Violation of the Society Constitution and Bylaws, the Code of Ethics, or for conviction of a felony, shall be considered as just cause for discipline as hereinafter provided.

- Section 3 The Bylaws, Operating Procedures and Ethics Committee shall conduct an initial informal investigation of alleged violations. When such informal investigations indicate that a formal investigation is advisable, the Society President shall direct the Committee to conduct a formal investigation and recommend whether or not a hearing is warranted. This Committee shall first determine whether or not the North Dakota State Board of Registration for Professional Engineers and Land Surveyors (BOR) should be involved regarding the complaint and possible consideration for disciplinary action. If it is determined this is a BOR jurisdictional issue then the Committee shall so inform the complainant that this issue should be taken to them. If the complainant declines to take such action the Committee will need to determine its course of action in accordance with ethical considerations. If this is an issue that does not require involvement of the BOR then the Committee shall pursue action on the complaint in accordance with the noted procedures. Any complaint related to an activity of a serious nature that involves the health, safety and welfare of the public shall automatically be taken to the BOR.
- Section 4 Hearings will be conducted by a Hearing Commission of not less than three past presidents, appointed by the President, which shall render a decision in the matter.
- Section 5 The accused shall have the right to appeal the decision to the Board of Directors, in which case the Hearing Commission members who sat earlier shall not participate in the appeal proceedings.
- Section 6 A two-thirds vote of the Board in an appeal shall be necessary to a finding sustaining a charge or charges. Thereafter the penalty shall be determined by majority vote.
- Section 7 Disciplinary action may be taken by the Society against a member who resigns his membership after charges of unethical conduct have been filed against such member, in which case the former member shall have the same rights of defense and procedure as prescribed for members in good standing. In the case of resigned members, the Society may issue a notice of censure or prescribe that the Society records show that such member shall not be eligible for membership for a stipulated number of years, or indefinitely, or both, and may publish its findings.
- Section 8 If a professional engineer is charged who is not a member, the accused will be advised of the charges and offered the service of the Society in investigating and adjudicating the charges. If the person charged consents, the case will be handled in the established manner.
- Section 9 The person who filed the charges will be notified of the final decision and it shall be published in the official publication of the Society unless the Board shall have determined that justice is better served by withholding publication.
- Section 10 The Board shall adopt and publish a policy and procedures to govern the handling of disciplinary matters. The procedures shall provide for due process, for representation by counsel, for cooperation and exchange of information with and recommendations to the BOR for recording and disposition of records, for use of advisory counsel by the Society and for cooperation with other state societies and the National Society.

Section 11      The Board shall annually submit a letter to the BOR requesting regular updates related to any published disciplinary actions they have taken that might affect a professional engineer's membership standing in the society. Upon receipt of such information the Board shall provide said information to the Bylaws, Operating Procedures and Ethics Committee for their review and recommendation.

NOTE: The issues associated with this section need to be compared to the NSPE model and the Board so informed at their next meeting. This is a difficult section to deal with, especially since we have no formal procedures as required under Section 10. Developing these after the fact is neither prudent nor advisable. If we are going to do this then we need to have the Committee develop the process.

Note this Section was added from the 2004 By-laws any noted changes are either formatting of comments based on the other conversions.

### **Appendix A – Standing Committee Structure and Duties**

#### **Awards Committee**

The Awards Committee shall consist of not less than five (5) members.

The Awards Committee shall make recommendations to the Executive Committee for the Elwyn F. Chandler Award, according to the following criteria:

The award shall be made in recognition of some outstanding engineering structure, design, research, or contribution to the advancement of the engineering profession, which was completed, preferably within the past three years.

The award shall consist of a plaque or a scroll.

The award may be made annually.

The award may be made only to a Licensed Member, Licensed Retired Member, Licensed Life Member, or Fellow Member of the North Dakota Society of Professional Engineers who is a legal resident of North Dakota, regardless of the geographical location of the achievement.

The Awards Committee shall submit the name of the nominee to the Executive Committee at least fourteen days prior to the Annual Meeting for final approval or disapproval.

If the Executive Committee approves the nominee, the Awards Committee shall immediately notify the nominee of the selection and request that person's attendance at the Annual Meeting, and to provide all data for the Meeting to the nominee.

The Awards Committee, with the approval of the Board, shall be responsible for

making any other awards or citations, which may be established or authorized by the Society.

### **Budget Committee**

The Budget committee shall consist of not less than three (3) members.

The duties of the Budget Committee shall be as follows:

To prepare and present to the Board for its approval, a budget for the control of the expenditures of the Society.

To make an annual audit of the fiscal records of the Society at the close of the year and make a report thereof to the Society, at the annual meeting, after the audit.

To study the financial structure of the Society and recommend to the Board ways and means of improving the financial condition of the Society.

To conduct the annual audit of the North Dakota MATHCOUNTS program, to review its financial status, to ensure proper bonding coverage exists, and to coordinate the submittal of their annual budget to the Society.

### **Bylaws, Operating Procedures and Ethics Committee**

The Bylaws Operating Procedures and Ethics Committee shall consist of not less than five (5) members.

The duties of the Bylaws, Operating Procedures and Ethics Committee shall consist of the following:

To maintain a continuing study of the Bylaws and Operating Procedures of this Society and the application of the provisions thereof.

To receive and initiate proposed amendments to the Bylaws and Operating Procedures of the Society.

To study carefully all suggestions for revisions of the Bylaws and Operating Procedures.

To study the Bylaws and Operating Procedures of the National Society and make recommendations to the Board when a variance is found with the Constitution and Bylaws of the Society.

To maintain a liaison with the State Board of Registration for Professional Engineers and Land Surveyors on all matters pertaining to ethics.

To investigate any charges of unprofessional conduct and report the same to

the Board for action.

### **Education Committee**

The Education Committee shall consist of not less than three (3) members. The duties of the Education Committee shall be as follows:

To promote establishment of professionally oriented, as well as research oriented, curriculum tracks at the universities in the State.

To promote provision of adequate human and material resources for the educational system in the State.

To promote engineering student professional involvement and development.

To actively solicit donations from the membership of the Society for the NDSPE Education Foundation. Coordinate and assist the activities of the State and Chapters in providing continuing education programs.

XXXXXXXX

### **Legislative Committee**

The Legislative Committee shall consist of not less than five (5) members. To insure adequate continuity of the program of this committee, at least two members of this committee shall be appointed from the membership of the preceding year's committee.

The duties of the Legislative Committee shall be as follows:

To draft, initiate, and sponsor any state legislation desired by the profession with the approval of the Board.

To confer with other professions and enlist their cooperation in legislative measures of mutual interest or concern.

To study any national and state legislation affecting the profession and advise the Board thereon, and take appropriate action in accordance with the directive or policies of the Board.

### **MATHCOUNTS (North Dakota)**

The MATHCOUNT Committee shall consist of not less than four (4) members. One shall be designated at the State Coordinator, while two others Assistant State Coordinator's. The selection of these members shall be on a volunteer basis at the discretion of the Board. The fourth member shall be the President-Elect of Chapter 3. The duties of the MATHCOUNTS Committee shall be as follows:

To enhance and promote mathematics education within the sixth, seventh and

eighth grades in the state of North Dakota, and to encourage the future involvement and consideration of the engineering profession as a career path amongst students in this age group.

To involve our membership in community service through the promotion of our profession to the betterment of educational opportunities.

To actively solicit donations from the membership of the Society, engineering and technical firms across the state, state-wide and local business and corporations to support the program under the auspices of the National MATHCOUNTS 501(c)(3) tax exempt designation.

On an annual basis the Committee shall open its financial records for an audit by the Society, and shall submit a proposed budget for review and approval of the Board of Directors. As this a separate sponsored program approval by the Society Membership not required.

The State Coordinator shall be responsible for all the fiscal activities of the North Dakota MATHCOUNTS Program and shall be bonded along with a designated individual of the firm handling any associated financial matters.

### **Membership Committee**

The Membership Committee shall consist of the President-elect as Chairperson and the Chapter Presidents from each of the Chapters. The duties of the Membership Committee shall be as follows:

To bring the purposes and program of this Society before the entire profession in order to enlist endorsement and support of and encourage affiliation with the Society.

To receive applications for membership and approve or disapprove all candidates for membership in accordance with Bylaw 1.

To insure continuation of membership by assisting the officers in the collection of dues.

To make special studies of the problems facing all members and to make the necessary recommendations to the appropriate committee or to the Board.

To foster professional concepts in engineering interns, Affiliated Members, and Associate Members.

### **Nominations Committee**

The structure and duties of the Nominations Committee shall be as specified and contained in Bylaw 6.

### **Professional Relations Committee**

The Professional Relations Committee shall consist of not less than three (3) members.

The duties of the Professional Relations Committee shall be as follows:

To work with other professional organizations and associations on subjects or problems ~~that are~~ of mutual interest to the entities.

### **Publications Committee**

The Publications Committee shall consist of the Secretary-Treasurer or Executive Secretary, as designated by the Board, and the Chapter Secretaries.

The duty of the Publications Committee shall be to assemble the material for and supervise the publications of the Society.

### **Public Relations Committee**

The Public Relations and Education Committee shall consist of not less than five (5) members.

The duties of the Public Relations and Education Committee shall be as follows:

To conduct a planned publicity campaign through newspapers and other recognized media to cultivate a favorable reception from the public on behalf of the engineering profession.

To inform the public on the high qualifications of the engineer, the importance of engineering services to human progress, the requirements of registration, proper methods of selecting engineering services, and the desirability of appointing engineers in public councils and in executive and administrative positions.

To educate engineers and the public as to the meaning and proper use of the term "Professional Engineer".

To secure for the profession its rightful place in social and economic readjustment planning.

To inform young people of the opportunities in the field of engineering.

To encourage promising young people to study engineering in our educational institutions and to follow engineering as a career.

**PROPOSED**

**Bylaws for the  
North Dakota  
Society**



**of**

**Professional  
Engineers**

**(Working proposed amendments dated 26 Sep 2006)  
(Date to be revised to approval date by the NDSPE Board of Directors)**

**PROPOSED**

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# NORTH DAKOTA SOCIETY OF PROFESSIONAL ENGINEERS BYLAWS

## PREAMBLE

Recognizing that service to the public our professional and to our State is a fundamental obligation of the professional engineer, the North Dakota 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 welfare of the community and all mankind.

## BYLAW 1. - THE SOCIETY

- Section 1**     **NAME.** The name of this organization shall be the North Dakota Society of Professional Engineers, hereinafter called the Society.
- Section 2**     **AFFILIATION.** The Society shall be affiliated with the National Society of Professional Engineers, hereinafter called NSPE.
- Section 3**     **INCORPORATION.** This Society shall be incorporated under the laws of the State of North Dakota as a Section 501 (c) (6) nonprofit organization.
- Section 4**     **INSIGNIA.** An official insignia shall be designed and adopted by a majority vote of the membership of the Society. Use and display of this insignia shall be limited to members only unless prior approval has been obtained from the Board of Directors.
- Section 5**     **SEAL.** An official seal shall be designed and adopted by a majority vote of the membership of the Society for use on official documents such as certificates of membership, awards, and special recognition.

## BYLAW 2. - OBJECTIVES

- Section 1**     The object of this Society shall be the advancement of the profession of engineering in the State of North Dakota, as generally outlined in the **Articles of Incorporation**. This shall be deemed to include the following:

- a. Protection of the public welfare by encouraging all qualified engineers to seek legal status through registration,
- b. Uniting all professional engineers of the state into one organization,
- c. Advancement of the professional, social, and economic interests of the professional engineer,
- d. Advancement and protection of the interests of the engineer intern,
- e. Promotion of high standards of engineering education,
- f. Representation for the professional engineer in legislative matters affecting the profession,
- g. Cultivation of public appreciation for the work of the professional engineer through improved public relations,
- h. Development of a civic consciousness by members of the engineering profession, and
- i. Establishment and preservation of high standards of ethical conduct in all professional matters.

### **BYLAW 3 - CHAPTERS**

**Section 1** The membership of the Society shall be organized into Chapters. The Board of Directors, hereinafter referred to as the Board, shall recommend to the Society the redefinition of boundaries and the chartering, combining, or dissolving of Chapters, according to the rules and regulations established by the Society, as outlined in the Bylaws. Each Chapter thus formed shall have at least ten members above the Student Member grade.

**Section 2** The existing Chapters of this Society shall be as follows:

**Chapter 1** Counties of Grand Forks, Nelson, Walsh, Pembina, Cavalier, Ramsey, Eddy, Benson, and Towner.

**Chapter 2** Counties of Rolette, Pierce, McHenry, Bottineau, Renville, Ward, Mountrail, Burke, Divide, Williams, and McKenzie.

**Chapter 3** Counties of Golden Valley, Slope, Bowman, Adams, Hettinger, Stark, Dunn, Billings, McLean, Mercer, Oliver, Morton, Grant, Sioux, Emmons, Burleigh, Wells, Logan, Kidder, Sheridan, and McIntosh.

**Chapter 4** Counties of Foster, Cass, Stutsman, LaMoure, Dickey, Steele, Barnes, Traill, Richland, Sargent, Ransom, and Griggs.

- Section 3** Each Chapter chartered by the Society shall adopt such Bylaws for its operation as it may deem proper, provided that nothing contained therein shall conflict with or contravene the Bylaws of the Society. Duly adopted chapter bylaws shall be submitted to the Society for archiving.
- Section 4** The Chapters shall engage only in such activities as are consistent with professional ideals and ethics. Such activities shall be restricted to the geographical area for which the Chapter is chartered, except as the Board may authorize.
- Section 5** The fiscal year and administrative years of the Chapters shall be concurrent with those of the Society.
- Section 6** In all matters of local concern not covered by these Bylaws, chapters shall retain full autonomy, but may call upon the Society and NSPE for advice, counsel and assistance.
- Section 7** Chapters shall not contract any debt or obligation on behalf of the Society unless expressly authorized by the Board.
- Section 8** Student members in engineering colleges and universities may be organized into student chapters, as provided in the Operating Procedures.

#### **BYLAW 4 - MEMBERSHIP**

- Section 1** The membership grades shall coincide with those grades as set by NSPE and shall consist of Licensed Member, Member, Graduate Member, Student Member, Grandfathered Member and Honorary Member as defined by the Bylaws of NSPE.
- Section 2** All members shall pay annual dues as set forth in the Operating Procedures. A member's dues shall be current, as defined in the Operating Procedures, for the member to receive the privileges and benefits of membership.
- Section 3** All members other than Honorary Members and Student Members shall have voting privileges in the Society.
- Section 4** All members eligible for membership in NSPE must be members of NSPE to continue membership in good standing in the Society.
- Section 5** Should the licensure of a member be revoked for any reason, other than retirement from active practice, the person shall automatically cease to be a member of the Society.
- Section 6** A member may be disciplined by the Society for cause as provided in the Society's operating procedures. In disciplinary matters, the Board may: (a)

authorize joint action with other state societies; (b) waive jurisdiction to another state society; or (c) request the assistance of NSPE where, in the Board's judgment, the circumstances warrant.

## **BYLAW 5 – OFFICERS**

- Section 1** The officers of the Society shall consist of the president, president-elect, vice president, secretary-treasurer, NSPE Delegate, immediate past president and Chapter Presidents. Other ex-official members of the Society shall include the Chair for each active Practice Group that has been formally elected by their members as outlined in Bylaw 7. These Chairs shall not be voting members as it relates to the changes in Operating Procedures and Bylaws.
- Section 2** The President, President-Elect and Vice President shall each serve a term of one year. The President-Elect shall automatically assume the presidency for the year beginning at the start of the next administrative year. The Secretary-Treasurer shall serve a two year term. The officers shall have the authority to hire an Executive Secretary to assist with the administrative function of the Society.
- Section 3** A Delegate to the NSPE House of Delegates shall be elected by the Society to represent the Society at the NSPE House of Delegates Assembly. This member shall serve as Delegate for a two year term and shall be eligible to serve no more than two consecutive terms.
- Section 4** Eligibility to nomination, election or retention of a position as an elective officer of the Society shall be contingent upon residence or employment in the state and membership in the State Society.
- Section 5** The duties of the officers shall be as defined in the operating procedures.
- Section 6** The fiscal responsibilities of the Society shall be assigned to the Secretary-Treasurer. The Secretary-Treasurer shall be bonded, at the expense of the Society, for such an amount as determined by the Board.
- Section 7** The Officers shall assume their respective offices on July 1, following the election and shall hold office until their successors have been elected.
- Section 8** In the event the president becomes unable to serve, the president-elect shall succeed the president and complete the term of office of the vacating president and then their own term as president. The office of president-elect shall remain vacant until the next Annual Meeting, at which meeting a president-elect shall be installed. A vacancy occurring in any other position shall be filled through election by the Board, with the exception of the chair of each practice division who shall be selected by that division. Any vacancy shall be filled for the un-expired term of the officer being replaced.

## **BYLAW 6 – NOMINATION AND ELECTIONS**

- Section 1** Nomination for elective offices shall be made by the Nominating Committee which shall have the immediate Past President as its chair and one member selected by each of the Chapters. In the event the immediate Past President is no longer available, the preceding Past President in line of service shall become chairperson of the Nominating Committee. Members of the Nominating Committee are ineligible for nomination by the Nominating Committee.
- Section 2** Additional nominations, which may include members of the Nominating Committee, may be made from the floor at the annual meeting. Prior consent of the nominee must be obtained before placing the persons name in nomination.
- Section 3** Election of individuals to any open position shall be made at the annual meeting by a plurality vote on secret ballot.
- Section 4** Three (3) nominees are to be submitted, by the Secretary-Treasurer, to the Governor for each vacancy on the State Board of Registration for Professional Engineers and Land Surveyors as prescribed by law and shall be selected as follows:
- The Nominations Committee shall submit a list of not less than three (3) names of candidates to the membership at the annual meeting for each vacancy on the State Board of Registration for Professional Engineers and Land Surveyors that exists, or will exist, as of July 1. Each voting member present shall vote for one (1) candidate by secret ballot and the candidate receiving a plurality vote shall be number one (1) on the list sent to the Governor. The balloting shall be repeated to determine positions two and three on the list. After each ballot, the membership will be informed of the person selected; the list of candidates for subsequent ballots will not include that person's name. The names of the nominees shall be presented to the Governor in descending order, beginning with the first person selected, and proceeding to the last person selected by the Society.
- Section 5** The Nominations Committee shall not submit any individual's name, for consideration to the membership at the annual meeting, for any vacancy on the State Board of Registration for Professional Engineers and Land Surveyors, who has completed two consecutive five year terms on the Board of Registration for Professional Engineers and Land Surveyors, immediately prior to the forthcoming vacancy.
- Section 6** Election of the Delegate to the House of Delegates shall be made biannually by a plurality vote on individual letter or electronic ballots sent to all voting members of the Society in good standing, or by such other procedure as determined by the Society Board of Directors. This ballot may be combined with the ballot for the election of Officers.

**Section 7** The nominee receiving a plurality of votes cast for each respective office shall be declared elected for such office. The elected officers shall be known by the title of the office to which elected, with the suffix “elect” until they assume the duties of their respective offices.

## **BYLAW 7 – ADMINISTRATION**

**Section 1** The Officers will constitute the Board of Directors (Board). Practice Division and Committee Chairs are encouraged to attend the Board meetings, but do not have voting rights concerning questions of policy and administering the affairs of the Society. The Board shall determine all questions of policy and shall administer the affairs of the Society under these Bylaws, its established Operating Procedures and the general provisions of the law under which it is incorporated. Ex-official Members of the Board include the engineering deans of North Dakota State University and the University of North Dakota, as long as they are members of the Society. The Executive Secretary shall also be an ex-official member, but need not be a member of the Society.

**Section 2** The latest version of Robert’s Rules of Order shall be the parliamentary authority for conducting votes and administering the society.

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

**Section 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 Society 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 Society, except for expenses incurred on behalf of the Society as approved by the Board.

**Section 7** The administrative and fiscal year of the society shall be the same as the administrative and fiscal year of NSPE.

**Section 8** The location of the headquarters of the Society shall be as determined by the Board.

**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.

#### **BYLAW 8 - MEETINGS**

**Section 1** The Society shall hold an annual meeting at such time and place as may be selected by the Board. The meeting shall be open to all members and their guests.

**Section 2** Special meetings of the Society shall be called by the President on two-thirds vote of the Board; or upon petition by fifty members of the Society, or ten per cent of the membership, whichever is the smaller in number.

#### **BYLAWS 9 - PRACTICE DIVISIONS**

**Section 1** The establishment of Practice Divisions is authorized, to further the objectives of the Society. The Chair of each Practice Division shall be elected by the membership of each division or in the absence of a formal election appointed on an annual basis by the Board.

**Section 2** The Board may sanction the creation of, or order the dissolution of practice divisions as provided in the Operating Procedures.

#### **BYLAWS 10 - COMMITTEES**

**Section 1** The Chairperson of the standing committees for the next administrative year shall be selected by the President-elect prior to the annual meeting. The Committee Chairperson shall be announced at the annual meeting after the Officers for the coming year have been elected. The remaining members of standing committees shall be appointed by said President-elect prior to the beginning of the administrative year. The appointments to standing committees shall be subject to concurrence by the Board.

**Section 2** The duties of the standing committees shall be as outlined in the Operating Procedures.

**Section 3** Special committees shall be appointed by the President, subject to concurrence by the Board.

**Section 4** The duties of special committees shall be defined by the Board.

#### **BYLAW 11 – 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 Society or 50 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** All Board approved amendments to the Bylaws shall be presented to the members of NDSPE at the annual convention for the members review. All amendments shall be approved or be rescinded upon by a majority vote of the members at the annual convention. The Board is authorized to implement approved amendments in accordance with Bylaw 11, Section 2, until the members review the amendments at the annual convention. Any costs associated with implementation of a Board approved amendment shall be compensated for by the Society even if the amendment is later rescinded by the members at the annual convention.

### **BYLAW 12 – DISSOLUTION**

**Section 1** The Society shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of said funds shall inure, or be distributed, to the members of the Society. On dissolution of the Society, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board. Any residual shall be contributed to NSPE.

### **BYLAW 13 - EFFECTIVE DATE**

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

Adopted \_\_\_\_\_  
Last Amended \_\_\_\_\_