

Bylaws

Of the North Carolina Society of Engineers

ARTICLE I

Meetings

Section A: Meetings

1. The Board of Directors shall determine the program and nature of the business of all meetings of the Society.
2. The President shall call special meetings of the Society when authorized to do so as provided for in Article V, Section B, Paragraph 1, of the Constitution.

ARTICLE II

Order and Procedure of Business of Society Meetings

Section A: Order and Procedure of Business of Meetings

1. The latest edition of Roberts Rule of Order shall be accepted by the Society as final authority in all questions of parliamentary law.
2. The order of business for regular meetings shall be:
 - a. Reading of minutes of last previous meeting. The “act” of reading out loud the minutes may be omitted, provided minutes have been distributed and thoroughly read by all attendees of the meeting prior to the meeting. Board shall vote to accept minutes of previous meeting.
 - b. President's address (at the Annual Meeting) embodying the annual report of the activities of the Board of Directors and such recommendations as he/she may care to make to the Society.
 - c. Report of Executive Director
 - d. Report of Treasurer
 - e. Report of Standing Committees
 - f. Report of Special Committees
 - g. Reports of Presidents of Local Engineers Clubs.
 - h. Report of Tellers Committee and announcement of election of new officers and directors (at Annual Meeting).
 - i. Unfinished business.
 - j. New business.
 - k. Adjournment

ARTICLE III

Election of Officers

Section A: Nominating Committee and Election of Officers

1. At the Annual Meeting, upon assuming office, the President shall appoint for that year a nominating committee, composed of the three past Presidents of the Society and four other members, one from each of the Districts.
2. This Nominating Committee shall prepare and submit at the summer meeting a list of proposed Officers and District Directors, to be voted upon in accordance with the Constitution and Bylaws. This list of proposed Officers and District Directors shall contain only one candidate for the office

of President who shall be the member currently serving as First Vice-President. For the office of First Vice President, the Committee shall nominate only one candidate who shall be the member currently serving as Second Vice President. For the office of Second Vice President, the Committee shall nominate one candidate and shall secure a statement that he/she will agree to serve if elected. For District Director from each of the four Districts, the Committee shall nominate one candidate currently residing in that District and shall secure from each a statement that he/she will agree to serve if elected. Local Club Directors shall be the duly elected President of each Local Club.

3. The Committee shall endeavor to nominate for office those who have served on committees and on the Board of Directors. It shall also give due consideration to the geographical distribution of the candidates.
4. The Nominating Committee shall render its report at the summer/fall meeting of the Society. The Communications Director shall publish the Report of the Nominating Committee on the NCSE website immediately following the summer meeting. If there is no summer meeting as provided under Article V, Section A, Paragraph 4 of the Constitution, the report of the Nominating Committee shall be submitted to the President at least four months in advance of such combined meeting, which will then be considered as the "Annual" meeting. The President shall publish the Report of the Nominating Committee on the NCSE website immediately.
5. Independent nominations may be made by joint petition of one percent (1%) or more of the membership in good standing, if placed in the hands of the Communications Director within 30 days after the report of the Nominating Committee has been published on the NCSE website. Each such nomination shall be accompanied by a written statement from the proposed nominee that he/she will agree to serve if elected.
6. The publication of the report of the Nominating Committee shall constitute the notice to the membership, provided, however, that if any independent nominations are made, the Communications Director shall notify the membership of such independent nominations within 50 days after the publication of the Nominating Committee report.
7. At least 50 days prior to the Annual Meeting, the Executive Director shall prepare and send to each member eligible to vote a ballot (paper or electronic) containing the names of all nominees legally authorized with instructions that secret sealed ballots must be returned at least 30 days prior to the first day of the Annual Meeting.

Section B: Tellers Committee and Voting

1. Prior to the Annual Meeting, the President shall appoint a committee of tellers and arrange for them to count the ballots (paper or electronic) and report the results of their findings to the Society. The chair of the tellers committee shall be the Communications Director.
2. The candidates receiving the largest number of votes for each office shall be elected. In the event of a tie vote, the flip of a coin shall determine the winner. The Communications Director shall preserve the ballots for three years.

ARTICLE IV

Duties and Powers of Officers and Standing Committees

Section A: Nominating Committee and Election of Officers

1. The President shall have general supervision of the affairs of the Society, preside at all meetings of the Society and of the Board of Directors, shall appoint with approval of the Board, in accordance with the Constitution and Bylaws, all committees of which the President shall be an ex officio member. The President shall sign all membership certificates, represent the Society upon official occasions and deliver to the Society an address at its Annual Meeting. The President shall endeavor to visit each Local Engineers Club in the State at least once during his/her term in office and

officially represent the North Carolina Society of Engineers. The actual expense of the President's visits (mileage, hotel, meeting fees) shall be reimbursed by the Society subject to Board review and approval.

2. In the absence of the President at any duly called meeting of the Society or the Board, the First Vice-President shall preside, and in the absence the Second Vice-President. In the absence of all these officers, a chairman of the meeting shall be elected from the members present.
3. The Board of Directors shall manage the affairs of the Society in conformity to its Constitution and Bylaws. The Board of Directors shall:
 - a. direct the investment and care of the funds of the Society,
 - b. make appropriations for specific purposes,
 - c. act upon applications for membership as provided in these Bylaws,
 - d. take measures to advance the interests of the Society,
 - e. appoint or approve any employees,
 - f. have general direction of all the Society's business,
 - g. make an annual report at the Annual Meeting, which shall contain the report of the Executive Director and other officers and committees.
 - h. hold two of its four annual meetings on the day prior to the Annual and Summer Meetings;
 - i. fill promptly any vacancies of elected Directors which may occur on the Board of Directors.
 - j. have the power to expel members as provided in these Bylaws.
4. The Board of Directors publish and distribute the papers presented at the meetings of the Society and may subscribe to or participate in the editing.
5. No member of the Board of Directors shall receive compensation for his/her services.
6. The Board shall, through the Executive Director and Communications Director, prepare and file such reports relative to the business of the Society as are necessary and desirable. It shall, through the Executive Director and Communications Director, handle all communications relative to the business of the Society.
7. At each annual meeting of the Society, the Board of Directors shall present an itemized financial statement for the preceding year.
8. The Executive Director, Secretary, and Treasurer shall be voting members of the Society. They shall be elected annually by the Board of Directors at their annual meeting and shall hold office for one year or until his successor is elected. The Executive Director shall be, under the direction of the President and Board of Directors, the executive officer of the Society. The Executive Director will be expected to attend all meetings of the Society, and of the Board of Directors, prepare the business thereof, and duly record the proceedings thereof. The Executive Director may, with approval of the Executive Committee, from time to time employ additional clerical assistance to take care of emergency work and shall determine the compensation thereof. The Executive Director shall perform all other duties which may from time to time be assigned to him/her by the Board of Directors. For any new hire prospect, the resume of the individual in consideration and an outline of duties and estimated cost to the Society must be presented to the Board at least 30 days before the next meeting in which the Board will vote.
9. The Treasurer shall receive all moneys and deposit the same in the name of the Society. The Treasurer shall invest all funds not needed for current disbursements as shall be ordered by the Board of Directors. He/ She shall pay all bills, when certified and audited, as provided by these Bylaws and the rules prescribed by the Board of Directors. The Treasurer shall make an annual report and such other reports as may be prescribed by the Board of Directors. He/ She shall see that all moneys due the Society are carefully collected, and without loss. He/ She shall carefully scrutinize all expenditures, and use his/ her best endeavor to secure economy in the administration of the Society. The Treasurer shall personally certify the accuracy of all bills or vouchers on which money is to be paid. He/ She shall have charge of the books or accounts of the Society and shall furnish annually to the Board of Directors a statement of receipts and expenses under their several

headings, and also a statement of balances. The Treasurer shall present annually, to the Board of Directors, a balance sheet of his/ her books as of the 31st of December, and shall furnish from time to time, such other statements as may be required of him/ her.

10. The Secretary shall conduct the correspondence of the Society, record the minutes of all meetings, and keep full records of the same.

Section B: Executive Committee

1. The Executive Committee shall be composed of the President, the two Vice-Presidents, the immediate Past President, the Secretary, Communications Director and the Treasurer. The Executive Committee shall have immediate supervision of the arrangements necessary for the Annual Meeting and summer/fall meeting and shall supervise for the Society all matters pertaining to publicity.

Section C: Finance Committee

1. The Finance Committee shall be appointed by the President and shall be composed of two members of the Board of Directors and the Treasurer. The Finance Committee shall have immediate supervision of the financial affairs of the Society. The Chairman of the Finance Committee shall be furnished prior to the Annual Meeting a copy of the Annual Audit Report prepared by an audit committee of at least three members in good standing appointed by the President and approved by the Board of Directors. The Finance Committee shall make recommendations to the Board of Directors as to the investment of moneys and as to other financial matters.

Section D: Membership Committee

1. The Chairman of the Membership Committee shall be appointed by the President and the Chairman shall select the members of his committee. The Membership Committee shall be directly responsible for the activities of the Society along the lines of membership and promotional work.

ARTICLE V

Fees and Dues

Section A: Fees and Dues

1. There shall be no entrance or initiation fee.
2. Honorary members are life members.
3. Members of the NCSE who become life members after January 1, 1992, shall pay dues at one-half the rate required for members.
4. Dues for members who became life members prior to January 1, 1992, shall not be required but will be accepted if rendered to the society.
5. Annual dues for members shall be \$90.00 (2017)
6. Annual dues for student members shall be \$2.00 (1990)
7. The fiscal year of the Society shall be run from January 1st to December 31st and dues not paid by April 1st shall be considered delinquent. Members delinquent one full year in good standing except for non-payment of dues, may be reinstated by making payment of back dues for one full year.
8. If a financial situation should develop in the Society requiring a change in the dues structure, the Board of Directors may, with a three-fourths affirmative vote of the full Board approve a change and so publish in 5 and 6 above.
9. The full amount of annual dues shall be collected with each new application for membership, except for new membership applications approved after June 30th, in which case one half of the annual dues will be collected.
10. The Board of Directors may offer free lifetime membership as a gift with a 90 percent majority

vote. Not more than one lifetime membership may be gifted every two years and must comply with the Constitution and Bylaws. New members may have their first year of membership fees waived as approved by the Board.

ARTICLE VI

Applications, Admissions, and Expulsions

Section A: Applications, Admissions and Expulsions

1. An application for admission to the Society, or for transfer from one grade to another, shall embody a concise statement, with dates, of the candidate's professional training and experience, and shall be in a form and in such detail as may be prescribed by the Board of Directors. It shall be signed by the applicant and shall contain a promise to conform to the requirements of membership, if elected the applicant shall furnish the names of at least two engineers, one of whom must be a member of the Society. Each applicant shall verify on the membership application that, to the best of his/her knowledge, the information on the application concerning the applicant is true and accurate, and the applicant is of good moral character. The Board shall have the power to elect persons to any grade, and to transfer persons from any grade to a higher grade of membership and shall notify the membership of its action.
2. Honorary Members shall be nominated by at least ten members and shall be elected by a three fourths majority vote of the entire Board of Directors. All other grades of membership shall be elected by a majority vote of the Board of Directors, present and constituting a quorum.
3. A member of any grade in the Society may be expelled from membership by three-fourths vote of the Board of Directors for:
 - a. unethical and unprofessional conduct,
 - b. conviction of a crime,
 - c. conduct contrary to the Constitution and By-Laws of the Society and
 - d. conduct inimical to the best interest of the Society.Members shall receive a written copy of the charges against them and have the right of a hearing before the board.
4. A member who is not financially indebted to the Society may resign at any time by presenting his written resignation to the Executive Director, who shall notify the membership and drop the member from the database.