

Constitution Memphis Chapter of The Tennessee Society of Professional Engineers

Preamble

Recognizing that service to the public and to the profession is a fundamental obligation of the professional engineer, the Memphis Chapter of the Tennessee 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, the State of Tennessee, the United States of America, and all mankind.

Constitution Article 1 - Name

Section 1. The name of this organization shall be Memphis Chapter of the Tennessee Society of Professional Engineers, also known as the Memphis Society of Professional Engineers (MSPE), hereinafter called the Chapter.

Section 2. The Chapter shall be a member of the Tennessee Society of Professional Engineers, which is incorporated as a nonprofit organization under the laws of the State of Tennessee.

Section 3. The State Society and its chapters are members of the National Society of Professional Engineers, a national organization of like aims and purposes, hereinafter called the National Society or NSPE

Section 4. The Chapter subscribes to and supports the Code of Ethics of the State Society and NSPE.

Article II - Objectives

Section 1. The objectives of the Chapter shall be in harmony with, and support those of the State Society and NSPE and include, but are not limited to, the following:

1. Advance and promote the public welfare.
2. Advance the professional, social, and economic interests of the profession.
3. Strive throughout the profession to make registration more meaningful in terms of acknowledgment of individual achievement in engineering as reflected by education and

- practice, and encourage all qualified engineers to seek legal status through registration.
4. Unite all qualified engineers in the Chapter area into one organization.
 5. Stimulate and develop professional concepts among all engineers
 6. Advance self-education and self-improvement, motivating practicing engineers to upgrade and expand their competence by continuing study.
 7. Develop the civic consciousness of members of the engineering profession, and serve the public good by support of and cooperation with, local and other public officials.
 8. Represent the engineering profession in civic matters in the interests of the chapter, state, and the profession.
 9. Promote high standards of engineering education.
 10. Cultivate public appreciation for the work of the engineer through improved public relations, and provide a forum for effective exchange and advancement of knowledge of matters of concern to the profession.
 11. Assist well-qualified and properly-motivated young people in obtaining reliable information concerning the profession of engineering.
 12. Establish and preserve high standards of ethical conduct and practice by members of the profession.

Article III - Charter

Section 1. The State Society Board of Directors has authorized and chartered this Chapter¹.

Section 2. The Chapter shall engage only in such activities as are consistent with professional ideas and ethics. Such activities shall be restricted to the area for which this Chapter is chartered, except as the State Society Board may authorize.

Section 3. In all matters of local concern the Chapter shall retain full autonomy, but may call upon the State and National societies for advice, council, and assistance.

Section 4. The Chapter shall be represented on the Board and on the committees of the State Society as provided in the Constitution and Bylaws of the State Society.

Section 5. The Chapter shall not contract any debt or obligation on behalf of the State Society unless expressly authorized by the State Board of Directors.

Section 6. The fiscal and administrative years of the Chapter shall be generally concurrent with those of the State Society as outlined in the Chapter bylaws.

Article IV - Membership

¹Revised per amendment adopted May 27, 2003

Section 1. Criteria for membership shall be prescribed by the Constitution and Bylaws of the State Society.

Article V - Dues

Section 1. The dues of the Chapter shall be the amount determined by the Board of Directors.

Section 2. The schedule and conditions for dues payment, delinquency, dropping from membership, and reinstatement shall be determined by the State Society, taking due cognizance of both State and National Society fiscal policy.

Article VI - Officers

Section 1. The Chapter shall have as officers a President, President-Elect, a Vice President, a Secretary, and a Treasurer, all of whom, except the President, shall be elected annually. Chapter Director(s) shall be elected for a two-year term, half of the Chapter Directors elected each year. The President-Elect shall assume the office of President upon the completion of his/her term of office as President-Elect and shall serve as President for one year. The officers shall assume their duties at the beginning of the administrative year. The President, President-Elect, and Vice President may not succeed themselves. The position of Secretary and Treasurer may be combined in one office.

Section 2. State Director(s) shall be elected as provided by the State Society Bylaws.

Section 3. A vacancy in the office of President will be filled by the President-Elect, to complete the current administrative year and then his/her scheduled year as President, the office of President-Elect, remaining vacant until the next election. If a vacancy occurs in the office of President-Elect, other than by filling the unexpired term of the Presidency, the office shall remain vacant until the next regular election, at which time both a President and President-Elect will be elected. If a vacancy occurs in the offices of both the President and President Elect, a vice President will serve as President to complete the current administrative year. Other vacancies occurring in on the Board during the year shall be filled by appointment by the Board until the close of the administrative year.

Article VII - Administration

Section 1. The Chapter shall be administered by the Board of Directors, hereinafter called the "Board", which shall consist of the most recent living past President holding current membership in the chapter, the officers of the Chapter, chapter Directors, State Director(s) and any State or National officer or representative who holds membership in the Chapter. A majority of the Board 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 consistent with this or any other provision of the Chapter Constitution or Bylaws. No person shall be nominated, elected, or allowed to serve on the Board unless he or she holds membership in the

Chapter, State Society, and NSPE.

Section 2. Within the provision of the Constitution and Bylaws, the Board shall have full authority to carry on the business of the Chapter between general meetings.

Article VIII - Nomination and Election of Officers

Section 1 Nominations for officers shall be made by a Nominating Committee. This committee shall be appointed by the President early in the administrative year, and shall consist of at least three members of the Chapter, in good standing, one of whom shall be a past President, who shall serve as chairman of the Committee.

Section 2. The Nominating Committee shall meet and report the names of its nominees at the March meeting of the Chapter. One or more nominations shall be made for each office. No persons serving on the Nominating committee shall be eligible for nomination. Other nominations may be made from the floor, following the Nominating Committee's report, by any person holding membership in good standing in the Chapter. Acceptance of the nomination must be made by a nominee before his/her name may be placed on the ballot. The total list of nominees is to be circulated for letter balloting.

Section 3. Letter ballots, bearing the names of all nominees, shall be marked with the proper voting instructions by the Secretary to all members at least three weeks before the April meeting, well prior to the end of the administrative year. Election returns announced at the April meeting shall be the result of the mail ballot which shall be delivered to the nominating Committee who shall act as tellers. Election results shall be delivered by a simple majority of eligible votes cast.

Section 4 The Nominating Committee shall endeavor to establish a policy of maintaining among the Board of Directors a balance among the various branches of engineering and type of employment.

Article IX - Meetings

Section 1. Regular Meetings - All Chapter meetings shall be held at the time and place determined by the Board. A minimum of nine Chapter meetings per year shall be held. The Board may, by its option, hold up to twelve chapter meetings per year.

Section 2. Special Meetings - Special meetings shall be called by the President upon the President's own volition, upon request by the Board, or upon the written request of fifteen members, in good standing, of the Chapter. The purpose of such meetings shall be set forth in the notice to the members, and members shall be notified at least 5 days prior to the date of the meeting. No business, other than that for which the meeting was called shall be transacted.

Section 3. Quorum - For the purpose of transacting business of the Chapter, a quorum of twenty members shall be required.

Article X - Headquarters

Section 1. Headquarters of the Chapter shall be established in the office or residence of the President.

Article XI - Committees

Section 1. Such committees as may be appropriate shall be established as provided in the Bylaws.

Section 2. The duties of the Committees shall be defined by the Board.

Article XII - Practice Divisions

Section 1. Upon written petition of a reasonable percentage of persons holding membership in the Chapter who have common professional problems and interests, the Board may grant permission to such persons to organize as a practice division corresponding to that of the State Society and operate under the constitution and Bylaws of the Chapter.

Section 2. Practice divisions may elect as officers a Chairman, Vice Chairman, and Secretary. The Chairman of any practice division may appoint committees to promote the activities of the division. The Secretary of any practice division shall file with the Vice President of the Chapter the minutes of any meeting of such division or of the officers thereof. The activities of any practice divisions shall be in accord with the objectives, Constitution, and Bylaws of the Chapter.

Article XIII - Amendments

Section 1. Amendments to this Constitution may be proposed by: (a) a majority vote of the Board; (b) by a petition signed by not less than four of the Board members present, provided that the text of the proposed amendment shall have been mailed to the members of the Board not less than 30 days prior to the day when the amendment shall be considered. Amendments submitted

by petition shall be reviewed by the Board before being submitted to the Secretary for ballot. The findings of this review may be transmitted to the members at the discretion of the Board.

Section 2. Proposed amendments to the Constitution, together with a letter ballot, shall be mailed by the Secretary to each member eligible to vote. Ballots shall be returned to the Secretary not later than 20 days after their mailing by the Secretary.

Section 3. An amendment shall become effective only upon the affirmative vote of two-thirds of the votes cast by the qualified members, provided that at least 20 percent of the qualified members have voted.

Article XIV - Savings Clause

Section 1. Any article or section of the Constitution or Bylaws found to be in conflict with the State Society or NSPE Constitution or Bylaws shall be null and void. However, this shall in no way invalidate the remaining articles and sections of the Constitution and Bylaws.

Article XV - Bylaws

Section 1. The Board shall prepare and adopt a series of Bylaws, which shall govern all procedures under this constitution, including those of the Board and of the committees.

Section 2. The Bylaws may be amended by an affirmative vote of a majority of the Board present at a meeting provided that the text of the proposed amendment shall be mailed to the Board at least 20 days before the meeting at which the vote on the amendment will be taken and shall become effective as of the date of passage.

Article XVI - Effective Date

Section 1. This Constitution shall become effective upon its adoption in the manner prescribed for voting on amendments and thereupon the previous constitution and prior amendments thereto are repealed.

Adopted 28 March 1994 Last Amended May 27, 2003