

BY-LAWS
of the
ST. LOUIS CHAPTER
of the
MISSOURI SOCIETY OF PROFESSIONAL ENGINEERS

Nov. 2009

Revised and Approved by Vote of the Membership, May 1995. Approved by State Board of Directors, Missouri Society of Professional Engineers, January 27, 1996.

For the orderly conduct and management of its affairs, according to the By-Laws of the Missouri Society of Professional Engineers under which it holds its charter, the St. Louis Chapter of the Missouri Society of Professional Engineers adopts, and shall hereafter be governed by the following - By-Laws:

BYLAW 1 – NAME OF THE ORGANIZATION

Section 1. The name of this organization shall be the ST.LOUIS CHAPTER OF THE MISSOURI SOCIETY OF PROFESSIONAL ENGINEERS, hereinafter called the **Chapter CHAPTER**.

Section 2. The Chapter shall be a member of the Missouri Society of Professional Engineers that is incorporated as a nonprofit organization under the laws of the state of Missouri, hereinafter called the State Society.

BYLAW 2 - OBJECTIVES

Section 1. The objectives of the Chapter shall be in harmony with and support those of the State and National Society and shall be to:

- a. Promote the ethical, competent and professional practice of engineering.
- b. Promote membership in MSPE and NSPE.
- c. Cultivate public appreciation for the work of the Professional Engineer .
- e. Represent the engineering profession in legislative matters in the interests of the state and the profession.
- f. Assist young people in obtaining reliable information concerning the profession of engineering.
- g. Promote community service, where it will not conflict with the notion of Professional Engineering or with the State Good Samaritan Laws.
- h. Work to expand Licensure Laws to new technologies that have a direct impact of the health, safety and welfare of the residents of the State.
- i. Oppose movements and laws that organize Engineers according to Federal Labor Laws and other conflicts with State licensure laws that redefine Professional Engineers.

BYLAW 3 – CHARTER

Section 1. The State Society Board of Directors has authorized and chartered this Chapter, defining its geographical boundaries as follows: The City of St. Louis and St. Louis, Franklin, Jefferson, Lincoln, St. Charles, [St. Clair](#) and [Washington](#) counties in Missouri.

Section 2. The Chapter shall engage only in such activities as are consistent with the State Society's mission as outlined in Bylaw 2. Such activities shall be restricted to the territory, 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, counsel and assistance.

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

BYLAW 4 - MEMBERSHIP

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

[Section 2. The Chapter may create special membership classes that are recognized exclusively by the Chapter.](#)

BYLAW 5 – DUES

Section 1. The dues of the Chapter shall be the amount as set by the chapter, and as appropriate, approved by the State Society Board of Directors.

Section 2. The schedule and conditions for dues payment, delinquency, dropping from membership and re-instatement shall be determined by the State Society, in coordination with National Society fiscal policy.

BYLAW 6 - OFFICERS

Section 1. The officers of the Chapter shall [may](#) consist of the President, President-elect, Secretary, Treasurer, and Immediate Past President.

Section 2. The Officers shall be elected for a term of one year. The [P](#)resident-elect shall automatically assume the presidency for the year following election.

Section 3. 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 geographical territory of the Chapter and membership in the State Society.

Section 4. The duties of the officers shall be as defined in the operating procedures.

Section 5. The officers shall take office, and the President-elect elected the previous year shall become president, on the first day of the Administrative Year following their election, and shall hold office [until](#) their successors have been duly elected and installed.

Section 6. 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 Ppresident and then serve their own term as President. The office of President-Elect shall remain vacant until the next administrative year, at which time a President-Elect shall be installed. The Board shall fill a vacancy occurring in any other position through election on the Executive Committee, by an appointment of the Board of Directors. Any vacancy shall be filled for the un-expired term of the officer being replaced.

BYLAW 7 -ELECTIONS

Section 1. Nominations for elective offices shall be made by the Nominating & Tellers Committee or by petition signed by 10 percent of the members eligible to vote or 10 such members, whichever is less.

Section 2. The Nominating & Tellers Committee shall be comprised of the most recent available past president as its chair, and a minimum of two other members.

Section 3. The Nominating & Tellers Committee shall canvass the chapter for candidates for office and shall offer one or more nominations for each office. No one who is a member of the Nominating & Tellers Committee shall be eligible for nomination to office.

Section 4. The Nominating & Tellers Committee shall report the names of nominees, together with a brief biographical sketch of each nominee, to the Secretary by April 1st. The Nominating and Tellers Committee shall certify that nominees are Chapter Members in good standing.

Section 5. Nominations by petition must be delivered to the Secretary by April 1st. Nominees, by petition, may not include members of the Nominating & Tellers Committee. The Secretary shall certify that nominees are Chapter Members in good standing.

Section 6. Whenever there is more than one nomination made for any office to be filled, Tthe Secretary shall prepare an official ballot that shall be submitted to each voting member in good standing in on or before April 15th. The official ballot shall contain a listing of all offices to be filled and the nominations therefore. Voting shall be limited to these nominations for office.

Section 7. Election of officers shall be made annually by a plurality vote on individual letter or electronic ballots sent to all voting members of the Chapter in good standing. Procedures for collecting and counting ballots shall be defined in the Operating Procedures.

Section 8. The nominee for each office receiving the greatest number of votes cast for 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 8 - ADMINISTRATION

Section 1. Board of Directors - Composition of. The Chapter Board of Directors (Board) shall consist of the five (5) elective officers, the immediate available Past President, the six (6) Chapter Directors, and the State Directors and current MSPE Executive Committee members. The Board shall determine all questions of policy and shall administer the affairs of the Chapter under these Bylaws, Operating Procedures and the general provisions of the law under which it is incorporated. No Board Member shall serve in multiple Directorships for the Chapter.

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. Chapter Directors - Qualifications of. Each Director shall be a member of the Chapter residing or having their principal business within the jurisdiction of the Chapter.

Section 4. Terms of Office. Each Chapter Director, upon his election, shall serve for a term of three (3) years or until his successor is elected and qualified. **Each State Director upon election, shall serve a term of three (3) years or until his successor is elected and qualified. State Director qualifications and term are regulated by MSPE Bylaws.**

Section 4. Chapter Directors – How Elected. Two (2) Chapter Directors shall be elected each year.

Comment:

Section 5. A 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 Chapter. The President may vote when necessary to break a tie.

Section 6. 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 7. The Board shall direct the investment and care of funds for the Chapter and approve an annual budget prior to the start of the fiscal year and make appropriations for specific purposes.

Section 8. No member of the Board shall receive a salary or compensation from the Chapter, except for expenses incurred on behalf of the Chapter as approved by the Board.

Section 9. The administrative and fiscal year of the chapter shall be the same as the administrative and fiscal year of the State Society.

Section 10. The Board shall determine the **physical and mailing** address for the chapter.

Section 11. 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 9 - MEETINGS

Section 1. The Chapter shall hold meetings at such time and place as may be selected by the Board, which meeting shall be open to all members and their guests.

Section 2. Special meetings of the Chapter shall be called by the president, on a majority vote of the Board or upon petition by 10 members of the Society, or 10 percent of the membership, whichever is less. No business other than that specified in the request shall be transacted.

BYLAW 10 - COMMITTEES

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

Section 2. The duties and precise number of committees shall be defined by the President and approved by the Board.

Section 3. Appointments to committees shall be made as set forth in the Operating Procedures.

BYLAW 11 - AMENDMENTS

Section 1. Amendments to these Bylaws may be proposed by: (a) a simple majority vote of the entire Board; or (b) a petition signed by not less than 10 percent of the members of this Chapter or 10 such members whichever is smaller.

Section 2. An amendment to these Bylaws shall become effective upon the affirmative vote of the simple majority of the chapter membership. 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. An amendment to the Operating Procedures shall become effective upon the affirmative vote of the majority of the Board. A minimum of 7 days must pass between the presentation of the amendment proposal to the Board and the vote to approve or disapprove the amendment proposal. An amendment must be presented at a Board Meeting.

BYLAW 12 – SAVINGS CLAUSE

Section 1. Any article or section of the Bylaws and Operating Procedures 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 Bylaws and Operating Procedures.

BYLAW 13 - 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 Chapter. On dissolution of the Chapter, any funds remaining shall be distributed to the State Society.

BYLAW 14 - EFFECTIVE DATE

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

Adopted _____

Last Amended _____

OPERATING PROCEDURES

OP No. 1 - MEMBERSHIP

Section 1. Membership applications may be received at either the National or State level.

Section 2. Membership in the Chapter 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 Chapter's policies and procedures relating to handling of alleged violations.

Section 3. Violation of the State or Chapter Bylaws and Operating Procedures, or [the NSPE Code of Ethics](#), or criminal conviction shall be considered as just cause for discipline as hereinafter provided.

OP No. 2 - DUES

Section 1. Annual membership dues are for a period of 12 consecutive calendar months, and shall become due on the membership anniversary dates in the amounts set by the Chapter Board of Directors.

Section 2. Collection of Chapter dues shall be in accordance with the procedures established and approved by the State Society.

Section 3. If 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. Dues must accompany the request of such person for readmission.

OP No. 3 - FISCAL AND ADMINISTRATIVE YEARS

Section 1. The fiscal year of the Chapter shall be from July 1st through June 30th.

Section 2. The administrative year of the Chapter shall be from July 1st through June 30th.

OP No. 4 - BOARD OF DIRECTORS

Section 1. The Board of Directors shall have the direction and general supervision of all matters pertaining to the Chapter. It shall adopt and monitor a budget and cause the accounts of the Treasurer 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 Chapter and shall have authority to appoint an editor and publish an official periodical for the Chapter.

Section 3. The Board shall be empowered to invest and reinvest such funds as may be available for the creation of a reserve fund. A three-fourths vote of the Board shall be required to authorize expenditures from this fund, which are other than for investment or reinvestment.

Section 4. The Board shall hold regularly scheduled meetings. It shall hold special meetings at the call of the president or on the petition of 25 percent of the directors.

Section 5. A notice of each meeting of the Board shall be transmitted in writing or electronic mail 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, **may** accompany the notice of the meeting.

OP No. 5 - 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 3 weeks of the date of the original action.**

OP No. 6 - ELECTIONS

Section 1. A Nominating & Tellers Committee shall be constituted at the first meeting of the administrative year. The committee shall be proposed by the President and approved by the Board. The Nominating & Tellers Committee shall solicit candidates for office from the chapter, practice divisions, and membership-at-large.

Section 2. Any member can submit nominations to the Nominating & Tellers Committee for consideration. Nominations may be submitted to the Secretary- **Treasurer** or directly to the Nominating & Tellers Committee **Chair**. The nomination shall contain the name of the member being nominated along with a brief description of the member's biography. Endorsements and testimonials of the member's capabilities to fulfill the duties of the office for which they are being nominated may be submitted. A member may be self-nominated for an office.

Section 3. The Nominating & Tellers Committee shall review the nominations for each office and consider whether candidates are qualified. They may contact the candidate or others who may be familiar with the candidate's qualifications and capabilities to determine whether they are capable of serving in the office for which they are nominated. The Nominating & Tellers Committee shall report all qualified candidates for each office to the Secretary- **Treasurer** for inclusion on the official ballot for voting.

Section 4. The Secretary-**Treasurer** shall prepare and distribute the official ballot for election to all members of the Chapter eligible to vote. Ballots **shall may** be distributed **allowing a minimum of 60**

calendar days between the date of distribution and the date that the ballots are due back to the Chapter for tallying, by posting in the Chapter Newsletter no later than May 1. A maximum of 14 calendar days shall be allowed for receipt of ballots prior to certification of the election by the Executive Board.

Section 5. A valid ballot shall be one, which is returned to the Secretary in an envelope bearing a postmark date on or before April 1st the designated date which date shall be specified on the ballot, and which bears the signature of the member in the designated space.

Section 6. The Secretary shall promptly deliver unopened valid ballots to the Nominating & Tellers Committee, which shall canvass the ballots and report the number of votes cast for each nominee to the Secretary on or before May June 1st. The Secretary shall transmit such information to the officers, officers-elect and chapters on or before May June 15th and publish the results in the next issue of the Society publication.

Section 7. The election of chapter officers shall be completed on or before May June 1st of each year. They shall assume their duties on the first day of the administrative year and shall hold office until their respective successors assume such duties. The procedures for electing chapter officers shall be established in the chapter bylaws.

Section 8. Each practice division may elect a chair. The procedures for nomination and election to these positions shall be established according to the Practice Division Bylaws.

OP No. 7 - OFFICERS

Section 1. President -- The president shall preside at all meetings of the Chapter and of the Chapter Board of Directors; shall be an ex-officio, a member of all committees; shall appoint chairs and members of all committees; ; shall layout a blueprint for his/her operating year; shall publish a roster of all positions filled by the Board and Committee and pass on to the Secretary; develop a budget and have general direction of the business of the Chapter.

Section 2. President-Elect -- The president-elect shall act as president in the president's absence, at both meetings and Chapter activities and shall undertake assignments at the request of the president or the Board. The principal activity of the President-Elect shall be that of Chair of the Programs Committee and the development of plans for the following year.

Section 3. The Vice-President -Secretary shall distribute all meeting notices, including the President's agenda for the meeting, record proper proceedings of meetings and perform such duties as are required by law, or assigned by the Board. At the expiration of the term of office, all books, and papers, belonging to the Chapter - shall be turned over to the successor Secretary Vice-President, who shall give the preceding Vice-President Secretary a receipt therefore. The Secretary shall maintain current by-laws, Roster, Leadership Manual, Minutes, and other pertinent records that may be necessary during the Boards deliberations.

Section 4. Treasurer -- It shall be the duty of the Treasurer to protect all money and records of account of the Chapter, make periodic reports of receipts and disbursements to the Chapter, and secure the faithful discharge of duties as may be determined from time to time by the Board. At the expiration of the term of office, all books, papers, receipts and money belonging to the Chapter shall be turned over to the successor Treasurer, who shall give the preceding Treasurer a receipt

therefore. The Treasurer is considered the responsible Officer of the organization on filings with the Internal Revenue Service and the Department of Revenue of Missouri.

OP No. 8 - COMMITTEES

Section 1. The **Standing** Committees of the Chapter shall be as set at the discretion of the President and approved forth by the Board. The following committees may be considered:

- Bylaws and Operating Procedures Committee
- Government Relations and Licensure
- Membership
- Audit
- Public Relations and Awards
- Publications (official magazine or newsletter)
- Chapter Programs & Activities
- Nominating & Tellers
- MATHCOUNTS

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. **Each Chapter and State Director Director could serve as Chair of a committee.**

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 to conduct the business of the Society.

Section 5. No committee shall commit the Chapter to any obligation without specific authorization from the Board.

OP No. 9 - MEETINGS

Section 1. Periodic and/or special meetings of the Board, called as provided for in the Bylaws shall be meetings open to all members of the Chapter. A “closed” or “executive” session may be called only to discuss personnel, disciplinary or other legal matters that require strict confidentiality. A “closed” meeting shall be called only upon a majority vote of the Board. Only business specifically allowed for in a “closed” meeting shall be discussed.

Section 2. The order of business at meetings of the Board shall be determined by the President and shall be subject to approval of the Board.

Section 3. Robert's Rules of Order (revised) shall govern matters of parliamentary procedure of the Chapter.

OP No. 10- OFFICIAL PERIODICAL

Section 1. The Chapter may publish an official publication which shall be distributed to all members of the Chapter, either via mail or electronically.

OP No. 11 - DISCIPLINE

Section 1. Charges or complaints of alleged violations of the Code of Ethics or of laws and regulations governing the profession should be filed in writing by anyone having factual knowledge of the matters; charges concerning the NSPE **Constitution and** 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-**Treasurer** or with the chair of the Professional Conduct Committee of the State Society.

NOV. 24, 2009