

# SAMPLE CONSTITUTION AND BYLAWS

*In order to use this, replace SAMPLE ENTITY with the full name of the Entity and SAMPLE with the abbreviation to be used for the Entity*

## **Preamble**

By authority vested in and by the Constitution of the National Society of Professional Engineers;  
and

By authority vested in and by the Certificate of Incorporation and the Bylaws, as amended, of the  
New Jersey Society of Professional Engineers.

This Constitution is hereby adopted in the name and for the purposes set forth herein.

## **Article I - Name**

**Section 1.** The name of this organization shall be "SAMPLE ENTITY". Its official abbreviation shall be "SAMPLE". It shall be an Entity of the New Jersey Society of Professional Engineers, hereinafter referred to as "NJSPE", which is a member State Society of the National Society of Professional Engineers, hereinafter referred to as "NSPE". The name of this organization shall hereinafter be designated as "SAMPLE" or as "Entity."

## **Article II - Objectives**

**Section 1.** The Entity, recognizing that service to Society, to all levels of government in the United States of America, and to the profession is the premise upon which individual opportunity must be built, does hereby dedicate itself as an educational institution, to the promotion and protection of the profession of engineering as an influence vital to the affairs of people and to the Nation.

**Section 2.** The objectives of the Entity shall be the advancement of the public welfare and the promotion of the professional, social and economic interests of the engineer by means of education, legislation, public relations, the establishment and maintenance of high ethical standards and practices, the development of a civic consciousness, and to stimulate the interest of young engineers and engineering students in these objectives.

## **Article III - Bylaws**

**Section 1.** The Entity shall adopt and/or repeal Bylaws to augment this Constitution and for the management of its property and the regulation of its affairs. Privileges and obligations set forth in the said NSPE Constitution, said NJSPE amended Certificate of Incorporation and the Bylaws of said Societies not set forth in this Constitution, may be set forth in the Bylaws.

**Article IV - MEMBERSHIP**

**Section 1.** Membership in PESMC shall be of the following classifications: Professional Engineer Member, Land Surveyor Member, Associate Member, Life Member, Affiliated Member, and Honorary Member. A person cannot hold more than one classification of membership.

**Section 2.**

Professional Engineer Member - Candidates for this membership classification shall have 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 of America or a Province or Territory of Canada.

Land Surveyor Member - Candidates for this membership classification shall have a valid license or certificate of registration as a Professional Land Surveyor issued under the laws of any state, territory, possession or district of the United States of America or a province or territory of Canada.

Associate Member - Candidates for this membership classification shall be a person of high moral character who is:

- (1) a certified engineer-in-training or a certified land surveyor-in-training; or
- (2) a graduate engineer or land surveyor actively pursuing an engineering or surveying career or engaged in post-graduate engineering study. A graduate engineer is one who has graduated from an engineering curriculum accredited by the Accrediting Board for Engineering and Technology; or has graduated from an engineering curriculum prior to the establishment of professional accrediting procedures by ABET; or has graduated from an engineering curriculum which is accredited by ABET within six years after graduation; or has been awarded a graduate engineering degree from a college or university which has one or more undergraduate curricula accredited by ABET; or has graduated from a curriculum approved by the State Board of Professional Engineers and Land Surveyors.

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An Associate Member shall advance to another grade as soon as eligible by registration.

Life Member - A member shall become eligible for Life Membership and shall be exempt from all future dues payment obligations after meeting all of the following qualifications:

- (1) Be retired from the active practice of professional engineering;
- (2) Be at least 58 years of age;
- (3) Have been a member of the NSPE in good standing for an uninterrupted period as set forth in the Bylaws of the NJSPE;
- (4) Have been a member of the NJSPE in good standing for an uninterrupted period of not less than 5 years;
- (5) Be a member of SAMPLE;
- (6) File formal application certifying compliance with all requirements for eligibility. Member's application shall be submitted to SAMPLE and to the NJSPE both of which shall certify concurrent approval and waiver of their respective dues.

Affiliated Member - A person associated with engineering work may be designated as an Affiliated Member.

Honorary Member - a person who is engaged in the engineering profession or other closely related field and who has performed exceptional service for the promotion of the professional, social, educational or economic interests of the engineer may be designated as an Honorary Member. Honorary Members shall be exempt from the payment of all dues and assessments promulgated by SAMPLE or NJSPE. Dues which may be payable to the NJSPE or to the NSPE for the Honorary Member shall be paid by SAMPLE. The procedure for designation of a person as Honorary Member shall be as set forth in the Bylaws of the SAMPLE.

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**Section 3.** Pre-requisites for all aforesaid member classifications, with the exception of Honorary Members, are membership in the NJSPE and, for those eligible, membership in the NSPE.

**Section 4.** Validity of membership in any classification is subject to fulfillment of all duties and obligations as set forth herein and in the Bylaws.

**Section 5.** Status of members shall be as set forth in the Bylaws.

**Article V - OFFICERS**

**Section 1.** The Officers of the Entity shall be President, First Vice-President, Second Vice-President, Secretary, Treasurer, and Trustee to the NJSPE.

**Section 2.** The election to office, the term of office and the duties of the officers shall be as set forth in the Bylaws.

**Article VI - EXECUTIVE BOARD**

**Section 1.** The officers, as set forth in Article V, three Entity Trustees and Alternate Trustee to the NJSPE as set forth in the Bylaws, and the two immediate Past Presidents who are members of the Entity in good standing shall constitute the Executive Board.

**Section 2.** The election and term of the Entity Trustees and Alternate Trustee to the NJSPE shall be as set forth in the Bylaws.

**Section 3.** The duties of the Executive Board shall be as set forth in the Bylaws.

**Article VII - Meetings**

**Section 1.** The members of this Entity shall meet at such times and places as set forth in the Bylaws. At least one meeting of the members shall be held in each calendar year.

**Section 2.** The Charter, after it has once been presented by the NJSPE, should be maintained by the Secretary for use as deemed appropriate by the Executive Board.

**Article VIII - State Board**

**Section 1.** Action taken by the Entity to designate nominees for membership to the New Jersey State Board of Professional Engineers and Land Surveyors shall be made by a majority vote of the members present at a meeting of the Entity called for that purpose, and the recommendation forwarded to the Secretary of the NJSPE.

**Article IX - Amendments**

Amendments to this Constitution shall be in accordance with the following procedure:

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**Section 1. Proposal**

(a) An amendment may be proposed by an individual in writing to the Executive Board for consideration and disposition. An affirmative vote of a majority of the members of the Executive Board duly convened is required for the proposed amendment to be processed according to Section 2.

(b) An amendment may be proposed in writing by six or more members in good standing with their signatures directly to the members of the Entity duly convened. Such a proposed amendment then shall be processed according to Section 2.

(c) An amendment may be proposed by the Executive Board to the Entity membership according to Section 2 after receiving a favorable vote of a majority of the members of the Executive Board duly convened.

**Section 2. Notification**

A written notice, stating the time and place of a Entity meeting at which a proposed amendment to this Constitution will be considered for adoption, and a complete copy of any proposed amendment shall be sent to each member entitled to vote thereon at least six days prior to the meeting preceding the meeting at which it shall be voted upon.

**Section 3. Adoption**

(a) An amendment to this Constitution shall be adopted upon an affirmative vote of two-thirds of the Entity members entitled to vote in attendance at a duly convened meeting for which notification according to Section 2 had been provided.

(b) Amendments must be ratified by the Board of Trustees of the NJSPE compliant with NJSPE Bylaws.

**Article X - Headquarters**

**Section 1.** The headquarters of the Entity, where records shall be kept, shall be the residence of the President of the Entity or at such other location that the President of the Entity may designate subject to the approval of the Entity's Executive Board.

**Article XI - Dues**

**Section 1.** The amount of annual dues required to be paid for membership in the Entity shall be set forth in the Bylaws.

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**BYLAWS****PREAMBLE**

By authority vested in and by the amended Constitution of the Professional Engineers Society of Mercer County, these Bylaws are hereby adopted to augment the said Constitution and for the management of the property and the regulation of the affairs of the said Society hereinafter designated as the Entity.

**BYLAW 1 – STATUS OF MEMBERS**

**Section 1.** Application for membership in the Entity, except Honorary Membership, shall be made on a form supplied by the NJSPE. Said application shall be accepted by the Entity Membership Committee only after it has been approved by the NJSPE. The Entity Membership Committee will invite the new member to a Entity meeting and introduce him/her to the Entity.

**Section 2.** If the dues of any member, except an Honorary Member, remain unpaid on April 1<sup>st</sup> of the fiscal year, said member shall be considered delinquent. If the dues of any member, except an Honorary Member, remain unpaid on July 1<sup>st</sup> of the fiscal year, said member shall be dropped from the rolls of the Entity as a member. A member thus dropped from the rolls may be reinstated on payment of all dues in arrears or as otherwise provided by the Board of Trustees of the NJSPE. The fiscal year shall be as established in the Bylaws of the NJSPE.

**Section 3.** Within such additional limitations as may from time to time be established by the NSPE and the NJSPE, a member shall become eligible for life membership and shall be exempted from all dues-paying obligations providing that all of the qualifications set forth in the Constitution of the SAMPLE have been met.

**Section 4.** In the event that one or more members of the Entity deem it advisable to have the Entity confer an Honorary Membership, said member or members shall make application to the President of the Entity to have such honor conferred. The President shall thereupon appoint an Honorary Membership Committee consisting of 5 members, one of whom shall be the Treasurer. This Committee shall review the qualifications of the person designated in the application and the Committee shall determine, aside from said qualifications, the advisability of the Entity conferring an Honorary Membership. If a majority of the Committee votes to reject the application, the Committee shall dissolve, shall take no further action and shall make no comments. If a majority of the Committee votes to accept the application, the Committee shall recommend to the Entity the conferring of an Honorary Membership upon the applicant. The Entity may thereupon confer Honorary Membership upon the applicant recommended, by an affirmative, secret ballot vote of 2/3 of the members duly convened. Honorary Membership may be withdrawn, for cause, in the same manner it was conferred.

**Section 5.** A member may resign from the Entity on written application to the Secretary of the Entity. The names of all resigned members shall be stricken from the records and mailing lists of the Entity, and the Secretary of the NJSPE shall be so notified. In the event that the dues of a member are paid to the date of the resignation, his/her name shall be carried on the records of the

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Entity as a Resigned Member. Such a member may resume his/her membership at his/her own pleasure by the payment of current dues.

**Section 6.** In the event that the Entity deems it advisable to have a member disciplined or any complaint matter resolved, such matters shall be referred to the Professional Conduct Committee of the NJSPE for resolution.

**Section 7.** All members in good standing, except Affiliated Members, shall have the right to vote, become members of committees, serve as a Entity Trustee and hold the offices of Treasurer, Secretary or Second Vice President. The right to hold the offices of President and First Vice President shall be limited to Professional Engineer Members registered in the State of New Jersey. Affiliated Members in good standing shall have the right to become members of committees.

**BYLAW 2 – DUES**

**Section 1.** Annual dues shall become due and payable as set forth in the Bylaws of the NJSPE.

**Section 2.** The following schedule of annual dues for membership in SAMPLE shall be in addition to the dues for membership in the NJSPE and the NSPE, the amounts of which shall be as determined by them:

Professional Engineer Member 20.00

Land Surveyor Member \$20.00

Associate Member \$16.00

Affiliated Member \$20.00

**Section 3.** The annual dues for the new members shall be pro-rated according to the Bylaws of the NJSPE.

**Section 4.** The dues of an Honorary Member shall be the amount as set forth by and for the NJSPE plus the amount set forth by and for the NSPE, which sums shall be paid by the Entity Treasurer annually.

**Section 5.** All dues (Entity, NJSPE and NSPE) shall be paid directly to the NSPE which forwards the Entity dues to the Entity through the NJSPE.

**Section 6.** Newly certificated Engineers-in-Training will be offered membership as Associate Members with dues waived for the first year, providing the NJSPE also waives the current year's dues requirements.

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**Section 7.** Affiliated members shall be responsible for paying charges for publications or services rendered by the NJSPE on their behalf.

**BYLAW 3 -- MEETINGS**

**Section 1.** An Annual Meeting shall be held in May at such time and place as shall be fixed by the Executive Board.

**Section 2.** Regular meetings of the general membership shall be held at such times as directed by the Executive Board. Places of regular meetings are to be as determined by the Program Committee.

**Section 3.** Special meetings of the general membership may be called from time to time by the President, or by a majority of the Executive Board, or by the President upon receipt of a written request from six members in good standing.

**Section 4.** A written notice setting forth the time, place and purpose of an annual or a special meeting shall be sent to each member of the Entity at least six days prior to such meeting.

**Section 5.** Unless otherwise specifically set forth, all business of the Entity shall be transacted by a majority vote of those members entitled to vote and who are duly convened.

**BYLAW 4 - OFFICERS AND TRUSTEES**

**Section 1.** The term for all Officers and the Alternate Trustee to the NJSPE shall be one year running from July 1 through June 30 or until a successor is elected, except that the term for:

- (a) Secretary may be two years maximum, and
- (b) Treasurer may be two years maximum.

**Section 2.** The term for Entity Trustee shall be three years with one term expiring each year.

**Section 3.** Newly elected Officers and Trustees shall be installed at the regular meeting following the Annual Meeting.

**Section 4.** The duties of the Officers and Trustees are as follows:

- (a) President - The duties of the President are to preside at all meetings of the Entity and the Executive Board, to appoint all Committees, to supervise and direct the activities of the Officers and Committees and to perform such other duties as may be assigned by the Entity or the Executive Board. The President shall be an Ex-officio member of all committees except as stated in these Bylaws.



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The President shall also oversee the duties and functions of the Audit Committee.

(b) First Vice-President - In the absence of the President, it is the duty of the First Vice-President to perform the duties of the President. The First Vice-President shall either serve as Chairperson of the Membership Committee or oversee the duties and functions of that committee. He/she shall also serve as a second Trustee to the NJSPE and shall have the same duties as set forth below for the Trustee to the NJSPE.

(c) Second Vice-President - In the absence of the President and the First Vice-President, it is the duty of the Second Vice-President to perform the duties of the President. The Second Vice-President shall also serve as Chairperson of the Program Committee.

(d) Secretary - The duties of the Secretary are to keep accurate minutes of the meetings of the Entity and the Executive Board, to receive and answer communications, prepare and mail notices of meetings, distribute information for the welfare of the Entity and to perform all other duties as are customary to the function of Secretary. The Secretary shall also oversee the duties and functions of the Historical Committee.

(e) Treasurer - The duties of the Treasurer are to receive all moneys and properties for the Entity, disbursing same as is authorized by these Bylaws or as directed from time to time by the Entity or the Executive Board and to render a true accounting of the same. He/she shall maintain a list of each class of membership divided into groups of paid-up and delinquent. The Treasurer shall be a member of the Finance Committee.

(f) Entity Trustee - Entity Trustees shall be members of the Executive Board and shall perform such other duties as the Entity or the Executive Board direct.

(g) Trustee to the NJSPE - The duties of this Trustee are to attend all meetings of the NJSPE and meetings of its Board of Trustees; to be representative of this Entity at said meetings; to promote the views and interests of this Entity at said meetings and to inform the Entity of the proceedings of said meetings.

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(h) Alternate Trustee to the NJSPE - In the absence of either Trustee to the NJSPE, it is the duty of the Alternate Trustee to the NJSPE to perform the duties specified for the Trustee to the NJSPE. In addition to aforementioned duties, this Trustee shall have the duties designated for Entity Trustee.

**BYLAW 5 - ELECTION OF OFFICERS AND TRUSTEES**

**Section 1.** All Officers and Trustees shall be elected by a majority vote of the members who are entitled to vote and who are present at the Annual Meeting of the Entity.

**Section 2.** A slate of candidates for all Officer and Trustee positions shall be presented by the Awards and Nominations Committee at the second regular Entity meeting preceding the Annual Meeting. The report of the Awards and Nominations Committee shall be included in the Secretary's minutes of that meeting.

**Section 3.** Additional nominations for Officers or Trustees may be made from the floor at the first regular Entity meeting preceding the Annual Meeting.

**Section 4.** The names of all candidates for all Officer and Trustee positions shall be included in the Secretary's Notice of the Annual Meeting.

**Section 5.** A notice of a vacancy created in any elected office shall be included in the meeting announcement of the next regular meeting at which nominations will be taken to fill the vacancy. The vacancy shall be filled at the next regular meeting of the Entity by a majority vote of the members who are entitled to vote and who are present. Such election shall be for the unexpired term of office to be filled. This provision shall be used for filling new offices created by Amendment to the Constitution and Bylaws.

**BYLAW 6 - EXECUTIVE BOARD**

**Section 1.** The Executive Board shall hold meetings at such time and place as the President or a quorum of the Board may designate.

**Section 2.** A majority of the total number of members of the Executive Board shall constitute a quorum. Subject to restrictions which may be duly invoked by the Entity, the Executive Board shall act upon and dispose of all business which comes before the Entity. A majority affirmative vote of not less than a quorum of the Executive Board members present shall be required to transact business, provided a quorum is present.

**Section 3.** No obligation shall be incurred and no obligation shall be renewed or increased without the consent of the Entity or without an approving vote of two-thirds of the members of the Executive Board duly convened.

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**Section 4.** No funds shall be appropriated to any use without the consent of the Entity or without an approving vote of two-third of the members of the Executive Board duly convened.

**Section 5.** Appropriated funds shall be disbursed as directed by the Entity or as directed by a majority vote of the members of the Executive Board duly convened to the limits approved. Approval of an annual budget shall serve as authorization to expend funds according to its specific line item.

## **BYLAW 7 - Committees**

### **Section 1. Standing Committees**

The President shall appoint a Chairperson and other committee personnel for each of the following standing committees: Audit, Awards and Nominations, Finance, Fund-Raising, Historical, Mathcounts, Membership, Program, Publicity, and Scholarship.

### **Section 2. Special Committees**

Special committees may be appointed and dissolved by the President as conditions warrant.

### **Section 3. Definition and Duties of Standing Committees**

(a) Audit Committee - Following the installation of Officers, this committee shall perform an audit of the Entity's financial and other records maintained by the Officers who have been succeeded. The committee shall report in writing to the newly installed Officers within two months following their installation about the accuracy and thoroughness of the financial and other records maintained by the succeeded Officers. This committee shall be under the direction of the newly installed President, who shall be an Ex Officio member thereof.

(b) Awards and Nominations Committee - This committee shall consist of three members - none of whom shall be a candidate to be elected in the current Administrative Year to the Executive Board with the exception of the Trustee to NJSPE - of whom two shall be Past Presidents including the immediate Past President, who shall be Chair, and the President. The committee shall review the credentials, accomplishments, and eligibility of Entity members and other parties as appropriate for the purpose of naming the best qualified for appropriate awards. The committee also shall nominate candidates to be elected to the Executive Board of the Entity. The duties, and procedures of this committee as pertains to elections shall be in accordance with Bylaw 5.

(c) Finance Committee - This committee shall have two defined responsibilities and others as may be assigned by the President or a majority of the Executive Board. The Treasurer shall be a member of the Committee.

Its first defined duty shall be to prepare an annual budget for the following Administrative Year to be submitted to the Executive Board no later than June 1.

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The second defined duty shall be to review periodically - as defined by the Executive Board - the investment strategy by which Entity assets are invested and to make appropriate recommendations as pertains thereto.

(d) Fund-Raising Committee - This committee shall propose to the Executive Board specific activities by which funds above and beyond dues receipts may be raised for the use by the Entity. Unless assigned otherwise, this committee shall plan and implement the approved activities. These may include, but not be restricted to, advertising in Entity publications; social or sporting events (e.g. a golf outing); raffles or sweepstakes; etc.

(e) Historical Committee - This committee shall maintain a chronicle of the Entity or an up-to-date collective narration of Entity events arranged according to succession in time. This chronicle shall be supplemented with lists of Past Presidents, recipients of awards and scholarships, extracts from news media, photographs, et cetera.

(f) Mathcounts Committee - In conjunction with the annual competition sponsored by NSPE, this committee shall organize, promote, and conduct the competition for appropriate students in the territory represented by SAMPLE.

(g) Membership Committee - The duties of this committee shall be to actively recruit new members, exert every reasonable effort to retain current members, and manage the procedures pertaining to Entity membership in accordance with Bylaw 1.

(h) Program Committee - This committee shall plan the meeting content of all meetings, except as described in Bylaw 9, and make all related arrangements for meetings as defined in Bylaw 3. The Chairperson shall be in accordance with Bylaw 4.

(i) Publicity Committee - This committee shall maintain liaison with the local news media and shall communicate with it regarding events of local interest pertaining to the Engineering Profession, Entity Members, and Entity meetings and events. The Committee shall maintain personal liaison and communicate with the NJSPE regarding information about events and activities of Statewide or National interest.

(j) Scholarship Committee - This committee shall maintain liaison with local schools and colleges to apprise them of scholarship opportunities offered by the Entity, by NJSPE and by NSPE. The committee shall also evaluate local applicants for said scholarships and recommend those best qualified to the Entity. Final selection of the winner(s) of Entity scholarship award(s) shall be made by the Entity at a duly convened meeting.

**BYLAW 8 - Amendments**

Amendments to these Bylaws shall be made in accordance with the following procedure:

**Section 1. Proposal**

(a) An amendment may be proposed by an individual in writing to the Executive Board for consideration and disposition. An affirmative vote of a majority of the members of the Executive Board duly convened is required for the proposed amendment to be processed according to Section 2.

(b) An amendment may be proposed in writing by six or more members in good standing with their signatures directly to the members of the Entity duly convened. Such a proposed amendment then shall be processed according to Section 2.

(c) An amendment may be proposed by the Executive Board to the Entity membership according to Section 2 after receiving a favorable vote of a majority of the members of the Executive Board duly convened.

**Section 2. Notification**

A written notice, stating the time and place of a Entity meeting at which a proposed amendment to these Bylaws will be considered for adoption, and a complete copy of any proposed amendment shall be sent to each member entitled to vote thereon at least six days prior to said meeting.

**Section 3. Adoption**

(a) An amendment to these Bylaws shall be adopted upon an affirmative vote of two-thirds of the Entity members, entitled to vote, in attendance at a duly convened meeting for which notification according to Section 2 had been provided.

(b) Amendments must be ratified by the Board of Trustees of the NJSPE compliant with NJSPE Bylaw.

**BYLAW 9 - Order of Business**

**Section 1.** The business of the Entity shall be transacted in accordance with the following schedule at Entity meetings as defined in Bylaw 3, Sections 1 and 2 unless same shall be set aside by a majority vote of the members present.

1 Minutes of previous meeting(s) not yet approved

2 Treasurer's Report

3 Reports of Standing Committees

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4 Reports of Special Committees as appropriate

5 Old Business

6 New Business

7 Announcements

**Section 2.** Meetings convened according to Bylaw 3, Section 3, shall be restricted to the purpose(s) for which the meeting was called.

**Section 3.** The conduct of a meeting shall follow the protocol of the current issue of Robert's Rules of Order.

**BYLAW 10 - Code of Ethics**

**Section 1.** Each member of the Entity shall comply with the Code of Ethics adopted by NJSPE.