

NJSPE Bylaws Proposed for Board Action on April 16, 2007

Preamble

Concerned with the Public well being, and in order to safeguard life, health, and property of the citizens of New Jersey by restricting the practice of Engineering to properly qualified persons; and

To maintain and observe the highest ethical standards of conduct; and

To ensure the existence and enforcement of adequate laws and regulations for licensure; and

To place the control of the practice of Engineering within the scope of such laws and regulations; and

To focus the attention of the Public on the professional standing, functions, and requirements of Professional Engineers; and

To sponsor and promote honorable procedures tending toward recognition commensurate with the dignity and responsibility of the Professional Engineer;

A body of Professional engineers, licensed by the State of New Jersey, has organized and to such ends these Bylaws, of which this Preamble is a part, are herewith set forth.

Bylaw 1 Name and Affiliation

Section 1. Name of Corporation

The name of this not-for-profit professional association shall be the New Jersey Society of Professional Engineers, Inc., hereinafter referred to as NJSPE.

Section 2. Affiliation

NJSPE shall be an affiliated State Society of the National Society of Professional Engineers, Inc., hereinafter referred to as NSPE.

Bylaw 2 Articles of Incorporation

Section 1. Authority

Any changes to the Articles of Incorporation must be approved by the NJSPE membership. Such changes may be recommended by NJSPE's governing body to ensure compliance with applicable law, direction from NSPE, or any other exterior influence deemed significant.

Bylaw 3 Vision and Goals

Section 1. Vision

NJSPE is an association dedicated to Professional Engineers who live and/or work in New Jersey or those engineering graduates on the licensure path. To ensure a growing membership of these professionals, there will be emphasis on activities that attract more students to pursue engineering careers and a PE license; a Value Package that emphasizes educational opportunities, safe guarding the value of the PE license, and other appropriate services; and guidelines by which subordinate entities within NJSPE conduct their business.

Section 2. Goals

The overarching goals of NJSPE shall be the following:

a/ To safeguard and enhance the value of the Professional Engineer license in New Jersey;

b/ To provide educational opportunities for NJSPE members – and others, as appropriate – by which they can maintain and improve professional skills, highest ethical standards, and related business and leadership capabilities;

c/ To achieve a positive net membership and a financially viable status for the association.

Bylaw 4 Bylaws and Operating Procedures

Section 1. Bylaws

These Bylaws shall be the governing document for NJSPE and may be revised only in accordance with the Amendments Bylaw.

Section 2. Operating Procedures

The NJSPE governing body shall promulgate, maintain, and observe appropriate Operating Procedures to ensure adherence to these Bylaws and to policy that it so sets.

Bylaw 5 Administrative and Fiscal Year

Section 1. Administrative Year

The Administrative Year of NJSPE shall be from July 1 to June 30.

Section 2. Fiscal Year

The Fiscal Year of NJSPE shall be from July 1 to June 30.

Bylaw 6 Headquarters

Section 1.

The headquarters of NJSPE shall be as determined by the NJSPE governing body, which shall be the Board of Directors, hereinafter referred to as the Board, and shall be the business address and the location where all permanent files and records of NJSPE shall be maintained.

Section 2.

The Board may retain the services of appropriate support staff, which shall perform such services as assigned by the Board and/or the Executive Committee.

Section 3.

Interim records and other temporary documents may be maintained by the officers and committee chairs at locations convenient to each, but ultimately shall be made available to the headquarters staff.

Bylaw 7 Membership

Section 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 an international equivalent.

A Licensed Member shall have voting privileges, the right to serve on any NJSPE committee, and the authority to hold any NJSPE office.

Section 2. Member

A Member shall be defined as a person holding a valid Engineer-In-Training or Engineering Intern certification, issued under the laws of any state, territory, possession or district of the United States, or the equivalent under the laws of any other country.

A Member shall have voting privileges, the right to serve on any NJSPE committee, and the authority to hold any NJSPE office except for President, Vice President, and NSPE Delegate.

A Member shall automatically advance to the Licensed Member grade as eligible by licensure.

Section 3. Graduate Member

A person who has graduated with a Bachelor's Degree or higher from an engineering curriculum, accredited by ABET, shall be granted provisional status as a Member for up to two years to achieve the full requirements for the Member grade.

A Graduate Member may serve on any NJSPE committee but shall not have voting privileges or authority to hold any NJSPE office.

A Graduate Member shall become a full Member immediately upon meeting the requirements for Member grade.

Section 4. Student Member

A Student Member is a person who is enrolled full-time in an ABET-accredited engineering program. A student enrolled in a full-time graduate level engineering program may choose any grade for which eligible, including Student Member.

A Student Member shall not have voting privileges beyond participation in a student chapter or other entity related directly to the engineering educational program and shall not be authorized to hold office nor participate on any NJSPE committee. A Student Member shall be authorized to become associated with an Interest Group as an adjunct participant and not counting toward minimum membership criteria of the Interest Group.

Section 5. Grandfathered Member

A current member who has maintained NJSPE membership, but is no longer eligible for membership due to changes in membership criteria, shall be allowed to maintain membership in good standing. If such person's membership lapses, that person may only re-join NJSPE by satisfying a current membership requirement.

A Grandfathered Member shall have the same privileges and authorities as one in the Member grade.

Section 6. Fellow Member

If awarded this ceremonial grade of membership by NSPE, any such member shall be recognized in NJSPE with all the honor and recognition accorded thereto by NSPE.

Section 7. NSPE-NJSPE Membership Linkage

All members of NJSPE eligible for membership in NSPE shall be required to join and maintain membership in NSPE, to retain membership in NJSPE.

Bylaw 8 Voting Privileges

Section 1. Privileges for Membership Categories

The privilege to vote in NJSPE shall be in accordance with that shown in the Membership Bylaw.

Bylaw 9 Dues

Section 1. Integrated Structure

The dues for members of NJSPE shall include both the component to fund state-level activities and the component to fund activities of the Chapters and Interest Groups. These dues shall be billed and collected by NSPE and forwarded to NJSPE. Funding for the Chapters and Interest Groups shall be based on budgets submitted by each entity that seeks such support and reviewed by the Executive and Budget Committees and approved by the Board. Funds allocated by NJSPE to a Chapter or Interest Group shall be deposited into a financial account established and maintained by that Entity.

Section 2 Dues Amounts

The annual dues for each membership grade shall be determined by the Board prior to June 30 for the yearly period beginning the following January 1st and shall become due on the member's anniversary date.

Section 3. Membership Incentive Programs

As approved by the Board, members shall receive the benefit of any incentive program that is made available by NSPE. NJSPE incentive programs for membership that affect only NJSPE dues shall be authorized as well.

Section 4. Supplemental Funds

Each chartered Chapter or Interest Group may establish a process for collecting monies above and beyond the NJSPE integrated dues. These funds shall be collected directly by the billing entity and shall not be a part of the NSPE/NJSPE billing and collection process for each's dues.

Section 5. Waiver of Dues

Dues shall be waived for Life Members as defined by NSPE. Dues also may be waived or deferred due to circumstances of disability or hardship condition. Reduced dues shall apply to those members who satisfy NSPE's criteria for retired status.

Section 6. Good Standing

A member is in good standing whose dues are currently paid or who is a Life Member or who has been granted a special waiver of dues. If the dues of any member remain unpaid on the due date, that member shall be listed as "delinquent." If the dues of any member remain unpaid three months after due date, that member shall be dropped from the rolls. The request of such person for readmission must be accompanied by dues for the current year.

Only members in good standing shall be eligible to vote, serve on an NJSPE committee, board, or task force, hold office in, or represent NJSPE. Under special circumstances, the Executive Committee may approve a non-member as a non-voting consultant to a committee or task force.

Bylaw 10 Board of Directors

Section 1. Business of the Board of Directors

The general business of this Society shall be conducted by a Board of Directors. Subject to restrictions imposed by the membership of NJSPE as a whole in meeting assembled, the Board shall act upon and dispose of all business that pertains to NJSPE and set general policy.

Section 2. Membership of the Board

The Board shall consist of the President, the Vice President, the Secretary, the Treasurer, the NSPE Delegate, the two Past Presidents serving on the Executive Committee, one (1) Director from each Chapter and from each Interest Group with a minimum of twenty-five (25), and two (2) Directors and one (1) Alternate Director to represent all NJSPE members who are not affiliated with either a Chapter or an Interest Group.

Section 3. Alternate Representation to the Board

The Chapters and Interest Groups may choose an Alternate Director who is eligible to take the place of the chosen Director in the event that the primary Director cannot attend a Board meeting.

Section 4. Authority for Observers and Alternates

Each Interest Group with less than 25 members may designate an Observer, who shall be authorized to attend all Board meetings and participate in discussion but without voting authority. This provision shall apply also to all Alternate Directors.

Section 5. Quorum for the Board

Business of the Board may be conducted only if a quorum of at least nine voting Board members is in attendance. A minimum of five participants must represent other than the Executive Committee. A simple majority of authorized participants is required to enact any decisions of the Board unless another provision within these Bylaws stipulates a different majority.

Section 6. Legend

Where the phrase “general policy” is used, the phrase means the general overall manner in which that particular item of business should be handled.

Where the phrase “study and recommend” is used, the phrase means to study a particular item of business and to recommend the manner in which that particular business should be disposed.

Section 7. Liability of Directors, alternate Directors, and Observers

No trustee or officer (including committee chairpersons and committee members) of the corporation shall be personally liable to this corporation or to any member of this corporation for breach of any duty owed to the corporation or its members, provided, however, that this provision shall not relieve a trustee or officer from liability based upon an act or omission (1) in breach of such person’s duty of loyalty to the corporation or its members; (2) not in good faith or involving a knowing violation of law, or (3) resulting in receipt by such person of an improper personal benefit.

Bylaw 11 Officers

Section 1. Identification of Officers

The Officers of this Society shall be a President, a Vice President, a Secretary, a Treasurer, and a representative to the NSPE House of Delegates, hereinafter referred to as the NSPE Delegate.

Section 2. Duties of the President

The President shall preside at all meetings of the Society, appoint all committees, serve as primary representative to the NSPE Northeast Region and perform such other duties as the Board may from time to time direct. In the absence of the President, it shall become the duty of the Vice President, or the Secretary, in this order, to perform the duties of the office of President.

Section 3. Duties of the Vice President

The Vice President shall perform such duties as directed by the Board and shall perform the duties of the President when not available to discharge the responsibilities of that office.

Section 4. Duties of the Secretary

The Secretary shall keep accurate minutes of all meetings of NJSPE. The Secretary shall ensure the timely delivery of the annual ballot in conjunction with NJSPE Elections and shall perform such duties as are normally attendant upon the office of Secretary as directed.

Section 5. Duties of the Treasurer

The Treasurer shall receive all monies and properties of the Society, keeping accurate records of the same; make disbursements as approved and directed by the Board; render an annual report of all receipts and disbursements and shall perform such other duties as are normally attendant upon the office of Treasurer and as directed by the Board.

Section 6. Officer Vacancy

Should a vacancy occur in the office of the President, the unexpired term shall be filled by the Vice President or Secretary in that order. In case both Vice President and the Secretary are unable to serve as President, this office and any other vacancy created in any office at any time shall be filled at the next regular meeting of the Board by a majority vote of the members present. Such election shall be for the unexpired term of the office to be filled.

Bylaw 12 Executive Committee

Section 1. Business of the Executive Committee

The Executive Committee shall carry to a conclusion all matters where the general policy has been established by either the general membership of the Society in meeting assembled or by the Board in meeting assembled. Where the general policy has not been established, the Executive Committee shall study and recommend to the Board. A majority of members of the Executive Committee four (4) shall constitute a quorum, and the affirmative vote of the majority of the quorum (minimum three) shall be necessary to transact business. The Executive Committee shall give a summary report of its activities at each meeting of the Board.

The chairperson of the Executive Committee, who shall be the President of the Society, shall serve as presiding officer of the Executive Committee and shall call meetings throughout the year as deemed necessary in the best interests of the Society. In the absence of the President, the Vice President shall preside at its meeting.

Section 2. Members of the Executive Committee

The Executive Committee shall be comprised of the President, the Vice President, the NSPE Delegate, the Secretary, the Treasurer, and the two most immediate Past Presidents, who each shall indicate her/his availability and willingness to serve on the Executive Committee to the Nominations Committee at the time nominees are being selected for the next election

Bylaw 13 Representation to the National Society of Professional Engineers (NSPE) and to the Northeast Region

Section 1. NSPE Delegate

In compliance with NSPE Bylaw 13 – House of Delegates, the NSPE Delegate shall be the representative to the NSPE House of Delegates, who shall be eligible to be re-elected for one additional, consecutive term. This individual should be familiar with member needs and be interested in helping shape the direction of NSPE and foster an effective partnership between State Societies and National.

Section 2. NSPE Delegate as NSPE Board Member

The NSPE Delegate shall be eligible to serve also on the NSPE Board of Directors, if s/he is nominated in accordance with the Operating Procedures of the Northeast Region and elected in accordance with NSPE Bylaw 14.

Section 3. Other NJSPE Member as NSPE Board Member

Notwithstanding the provisions of Section 2, any other current Licensed Member of NJSPE may seek to serve on the NSPE Board of Directors by complying with the relevant provisions of the Northeast Region Operating Procedures.

Section 4. Representation to Northeast Region

The primary representative to the NSPE Northeast Region shall be the President. In the event the President is unavailable, the alternate representative to the NSPE Northeast Region shall be the most immediate Past President who is serving on the Executive Committee, or the other Past President on the Executive Committee, or the Vice President, or the NSPE Delegate, or the Secretary, or the Treasurer, in that order.

Section 5. Service to NSPE and Northeast Region

Subject to the Bylaws of NSPE and the Operating Procedures of the Northeast Region, nothing shall preclude a member of NJSPE from serving in any elected or appointed position in either of these organizations.

NJSPE members are encouraged to offer their services to NSPE and/or the Northeast Region.

Bylaw 14 Terms and Duration of Elected NJSPE Officials

Section 1. Terms of Officers and Other Board Members, Alternates, and Observers,
The term of office of all Officers – except the NSPE Delegate - and Directors, Alternate Directors, and Observers representing the Chapters and Interest Groups, shall be for one (1) year. The term of office for the two Past Presidents on the Executive Committee shall be for one (1) year. The term of office of the two Directors representing the members unaffiliated with either a Chapter or an Interest Group shall be two years on an alternating basis. Each NJSPE Executive Committee member and the Directors for unaffiliated NJSPE members may serve one additional consecutive term.

Section 2. Effective Date of Position

All members of the Executive Committee – except the NSPE Delegate - and the Directors, Alternate Directors, and Observers shall assume each's duties on July 1st next following their selection and shall continue such duties until the following July 1st or until each's successor has been duly selected and available to assume one's duties except for the two Directors who represent unaffiliated NJSPE members who shall serve until the second following July 1st or until each's successor has been duly elected and available to assume her/his duties.

Section 3. Effective Date for NSPE Delegate

The NSPE Delegate shall take office immediately following the Assembly of the NSPE House of Delegates next following her/his election and shall hold office for two years up to the adjournment of the Assembly of the NSPE House of Delegates in the second following year.

Section 4. Selection of Chapter and Interest Group Representatives to the Board

Each Chapter and Interest Group that is chartered to exist within the NJSPE structure shall determine the method by which each's Director and Alternate Director or Observer is selected and include this process as a part of each's governance document.

Bylaw 15 Nominations

Section 1. NSPE Delegate

Any Licensed Member, who wishes to be considered to serve as the NSPE Delegate, shall notify in writing the Chair of the Nominations Committee no later than January 15 of the year in which such election is to be held. This notification shall include an explanation as to why the individual is qualified for the position. The Nominations Committee shall review each such application to determine whether the individual is deemed to have adequate qualifications in accordance with NSPE and NJSPE Bylaws. The Nominations Committee shall submit for appearance on the ballot as a candidate for NSPE Delegate the name of each such individual deemed qualified.

Section 2. Other NJSPE Executive Committee Members

The Nominations Committee shall canvass all Chapters and Interest Groups to identify potential candidates for the Officer positions other than the NSPE Delegate. Concerted effort should be made to nominate Officer candidates from the broadest cross-section of these entities. Only Licensed Members shall be eligible to be nominated for the positions of President and Vice President.

Section 3. At-Large Directors

Any NJSPE member who is not affiliated with either a Chapter or Interest Group may make known to the Chair of the Nominations Committee no later than January 15 her/his interest in being a candidate to serve as an At-Large Director to represent those other unaffiliated NJSPE members. The Nominations Committee shall entertain all such candidates to assess each's worthiness to be a candidate. Unless disqualified for cause by the Nominations Committee, each such candidate shall be included in its report. If no candidate is forthcoming by January 15th, the Nominations Committee shall

select a candidate from the roster of NJSPE unaffiliated members, who is assessed to be qualified, and include the name of such member in its report.

Section 4. Notification to Chapters and Interest Groups

The report of the Nominations Committee shall be in the hands of the Secretary not later than February 15th of each year, and the Secretary shall forward not later than February 20th a copy of the list of nominees and each's entity(ies) affiliation to the presiding officer of each Chapter and Interest Group.

Section 5. Nominations by Petition

Additional nominations for the positions of President, Vice President, Secretary, and Treasurer may be made through the petition of twenty-five (25) members, all of whom must be in good standing, addressed to the Secretary. Nominations through petition shall be in the possession of the Secretary not later than April 11th or the first business day thereafter if the 11th is a non-business day in that year.

Bylaw 16 Elections

Section 1. Delivery of Ballot

A ballot shall be delivered to each member in good standing by the Secretary not later than April 30th of each year. Electronic delivery is considered the preferred option. A hard copy will be delivered to each NJSPE member who has informed Headquarters no later than April 15 that s/he is unable to receive an electronic ballot. It is the responsibility of each member to ensure that her/his electronic delivery information is current in the records of NSPE and NJSPE.

Section 2. Content of Ballot

The ballot shall provide the names of each candidate put forward by the Nominations Committee – including all qualified candidates for the Director-at-Large position and for the NSPE Delegate position, when this position is being filled – and all candidates for whom a valid petition was received.

In addition to the name of each candidate, the ballot shall identify her/his affiliation with Chapter and/or Interest Group(s). Also, a short biographical sketch about each candidate shall be provided.

When a proposal that requires a vote by the full membership has been put forth by the Board or as petitioned in the Amendments Bylaw by the requisite number of NJSPE members, it may also be included in this annual ballot.

Section 3. Receipt of Ballots cast

Executed ballots shall be received by Headquarters no later than May 21st. The name of the member casting the ballot or her/his NSPE membership number must accompany the ballot, but need not be shown on the ballot itself in order to maintain security for the member when the ballot is submitted to the Tellers Committee.

Section 4. Tellers Committee

A committee consisting of at least three NJSPE members – appointed by the President - none of whose names appear on the ballot shall convene at headquarters no later than June 1st to tally the ballots cast. Its report shall be provided to the Secretary with all due haste.

The candidate for each contested position who receives the highest number of votes shall be considered elected.

Bylaw 17 Meetings and Conferences

Section 1. Standard for Member Attendance

All meetings of NJSPE shall be open to any member in good standing with the proviso that any meeting dealing with governance may adjourn to an executive session for cause. It is the responsibility of each

member to take such action to be made aware of a scheduled meeting and to bear any incremental cost for the member to participate.

Section 2. Meeting of the Full Membership

At the direction of the Board or upon petition of 10% of members in good standing, the President shall direct the Secretary to schedule a meeting of the full membership at which each member in good standing shall be eligible to vote on matters coming before the membership.

Section 3. Meeting of Delegates

At the direction of the Board, or upon petition by a minimum of five Chapters and/or Interest Groups with a minimum of 25 members, or upon petition by a minimum of 50 members, the President shall direct the Secretary to schedule a meeting of Delegates who represent each of the Chapters and Interest Groups with a minimum of 25 members.

Each Chapter and Interest Group with a minimum of 25 members shall be authorized a minimum of one Delegate plus one Delegate for each 25 members or part thereof. Delegates shall be registered in accordance with guidelines determined by the Executive Committee.

Section 4. Meeting of the Board

The President shall convene periodic meetings with a minimum of four per Administrative Year. A meeting of the Board shall be convened if petitioned by a minimum of five Board members other than members of the Executive Committee.

Section 5. Meeting of the Executive Committee

The President shall convene periodic meetings with a minimum of six per Administrative Year. A meeting of the Executive Committee shall be convened upon petition by a minimum of three members of the Committee other than the President.

Section 6 Special Meeting

A special meeting may be called by the President at any time. Such meetings shall be one or more specified purposes and for which business related only to those purpose(s) may be conducted.

Depending on the body to convene, notices of the special meeting and its agenda shall be delivered to all eligible attendees not less than ten (10) days prior to the date of such meeting; and the notices shall specify the date, time, and place of the meeting.

Section 7. Electronic Ballots

Nothing shall preclude the President – or his designee – from conducting an electronic ballot for one or more issues that may come before a meeting of the Delegates, the Board, or the Executive Committee.

Such electronic ballots shall be conducted in accordance with procedures promulgated by the Executive Committee and available for inspection by any member in good standing.

Section 8. Conference, Seminar, or Other Event

Such activities may be held at such time and place as determined by the Executive Committee subject to available funds authorized by the Board.

Bylaw 18 Subordinate Entities

Section 1. Availability to Members

Each member of NJSPE shall have the opportunity to belong to at least one Chapter, one or more Interest Groups, and/or one or more NJSPE Committees. Such participation is optional.

Section 2. Definition of Chapter

A Chapter is defined as an organization of a group of NJSPE members within a specific geographical area, which shall be at a minimum one of New Jersey's 21 counties or a grouping of contiguous counties.

Each chapter shall have a governance document that describes the means by which it shall conduct business, providing such document is not in conflict with NSPE or NJSPE. This document, when approved by the Board, shall be considered its Charter to exist and which can be withdrawn by the Board for cause. Unless covered under the provisions of Section 7 herein, an application must be made for a Conditional Charter in accordance with that Bylaw below.

Each chapter's members shall elect leaders on an annual basis in accordance with its governance procedures.

Section 3. Definition of Interest Group

An Interest Group is defined as an organization of NJSPE whose members have a common interest, common concern, common goals, or any combination thereof. This commonality may pertain to an engineering practice area, lifestyle, educational purposes, activities for potential engineers, member demographics, or other appropriate similarity.

Each Interest Group shall have a governance document that describes the means by which it shall conduct business, providing such document is not in conflict with NSPE or NJSPE. This document, when approved by the Board, shall be considered its Charter to exist and which can be withdrawn by the Board for cause. Unless covered under the provisions of Section 7 herein, an application must be made for a Conditional Charter in accordance with that Bylaw below.

Each Interest Group's members shall elect leaders on an annual basis in accordance with its governance procedures.

Section 4. Definition of Committee

An NJSPE Committee is a group of NJSPE members that exists to perform defined services for the benefit of the membership and/or to ensure ongoing, orderly business of NJSPE.

Unless prescribed otherwise in these Bylaws, all members of Committees shall be appointed by the President.

The duties of NJSPE Committees are defined in the Committees Bylaw.

Section 5. Funding for Subordinate Entities

Each such entity shall prepare an annual budget request for consideration by the Budget Committee in accordance with a schedule determined by the Executive Committee. The source of funds for these budget requests shall be the annual dues receipts of NJSPE.

Nothing shall preclude a Chapter or Interest Group from establishing a process for supplementing funds allocated by NJSPE. Such process shall be outside the process for billing and collecting NJSPE dues.

Section 6. Authorization for Financial Accounts

Each Chapter and Interest Group shall have the authority to maintain one or more financial accounts, one of which shall be identified as the depository for funds provided by NJSPE in accordance with an approved budget for the Subordinate Entity.

Section 7. Continuation of Existing Subordinate Entity at Adoption

Any Chapter or Practice Division that existed according to governance documents in existence prior to adoption of these Bylaws, shall be authorized to re-apply for a permanent Charter under these Bylaws

such that each commits to satisfy the provisions of the Performance for Chapters & Interest Group Bylaw.

Section 8. Dissolution of Subordinate Entity

In the event that the Board withdraws approval of a Chapter or Interest Group with a permanent Charter, the assets of same shall revert to the general fund of NJSPE and/or one or more of the accounts of its Educational Foundation, as determined by the Board at the time of dissolution.

Bylaw 19 Performance Guidelines for Chapters & Interest Groups

Section 1. Definition of Guidelines

Each Chapter and Interest Group shall strive vigorously to satisfy performance conditions, which shall be enumerated in the NJSPE Operating Procedures, on an annual basis coincident with the Fiscal Year to maintain its Charter.

Section 2. Satisfaction of Guidelines and Remedial Action

Evaluation of performance by each Chapter and Interest Group and determination of possible remedial action as appropriate shall be in accordance with the Operating Procedures.

Section 3. Withdrawal of Charter

As stipulated in the Operating Procedures, the permanent Charter of a Chapter or Interest Group may be withdrawn.

Bylaw 20 Conditional Charter

Section 1. Opportunity to Form New Subordinate Entity

Any group of NJSPE members may petition to receive a Conditional Charter to form within NJSPE a Chapter or Interest Group, based on the definition of each such Entity in the Subordinate Entities Bylaw. If the process prescribed in the Operating Procedures is confirmed by the Executive Committee to satisfy minimum requirements, a Conditional Charter shall be issued by the Board.

Section 2. Issuance of Permanent Charter

If a Subordinate Entity, which is operating under a Conditional Charter, substantially satisfies the provisions in the Operating Procedures, it shall be awarded a permanent Charter subject to meeting the Performance Guidelines for Chapters and Interest Groups. It shall also be eligible to receive funding from NJSPE on the basis of a budget reviewed by the Executive Committee and incorporated into the annual NJSPE Budget by the Budget Committee and ultimately approved by the Board.

Bylaw 21 Committees

Section 1. Standing Committees

These Standing Committees are those Entities that are so vital to the value proposition of NJSPE and its viability that they shall be populated each Administrative Year.

a/ The Executive Committee whose duties shall be as described in the Executive Committee Bylaw.

b/ The Nominations Committee whose duty shall be to perform the responsibilities described in the Nominations Bylaw.

c/ The Budget and Finance Committee which shall be chaired by the Treasurer and perform the following duties at a minimum plus any others assigned by either the Board or the Executive Committee:

1/ Periodically review the financial well-being of NJSPE and make recommendations to the Board consistent with recognized association financial practices;

2/ Prepare an annual budget for review by the Board for use of NJSPE receipts – including member dues, taking into account plans submitted by Subordinate Entities directly or through the Executive Committee;

3/ Review the income and expenditures of NJSPE on a quarterly basis and make recommendations to the Board when remedial action is warranted.

d/ The Legislative and Government Affairs Committee which shall perform the following duties at a minimum plus any others assigned by either the Board or the Executive Committee:

1/ Review all legislation and regulations proposed within the New Jersey government that may impact the practice of engineering and/or the well-being of New Jersey Professional Engineers and/or Engineers-In-Training and make recommendations as appropriate for effective strategies to influence same;

2/ Develop means of communicating important issues to the members and to receive input from the members; and

3/ Develop means of communicating with members of the Executive and Legislative Branches of New Jersey Government for the well-being of New Jersey Professional Engineers and Engineers-In-Training.

e/ The Membership Committee which shall develop and implement effective programs for the recruitment and retention of NJSPE members to ensure positive net growth in NJSPE membership.

f/ The Professional Conduct Committee whose duties shall be as described in the Professional Conduct Committee Bylaw.

g/ The Education Committee which shall perform the following duties at a minimum plus any others assigned by either the Board or the Executive Committee:

1/ Plan and deliver continuing education courses by which NJSPE members can maintain the currency of each's knowledge in her/his field of engineering practice, be motivated to practice with the highest ethical standards, and acquire supplemental knowledge by which to be a better leader, manager, and citizen; and

2/ Conduct activities that convey to students the value of acquiring a Professional Engineers license in consort with pursuit of an engineering curriculum.

Section 2. Other Committees

The Board may create other committees for defined purpose(s), which shall be appointed by the President. An Operating Procedure for any such committee shall be promulgated by the Board.

Section 3. Ad Hoc Committees

The President with the consent of the Executive Committee may create an Ad Hoc Committee to accomplish specific charge(s) within her/his Administrative Year.

Bylaw 22 Professional Conduct Committee

Section 1. Purpose

The Professional Conduct Committee shall endeavor to educate engineers, whether or not they are members of the Society, on ethical matters pertaining to the practice of engineering and the engineering profession.

Section 2. Responsibilities

The Committee shall monitor enforcement actions of the N.J. State Board of Professional Engineers and Land Surveyors (NJ Board). The Committee shall consider complaints arising from alleged

violations of the Code of Ethics for Engineers, and complaints that result from the NJ Board's action against a member of the Society. The Committee's activities are not an alternative nor shall they be a substitute for the activities of the NJ Board. Complaints directed to the Society or the Committee may come from the public, members of the engineering profession, or anyone having knowledge of a purported unethical or unprofessional matter. Complaints that are based on alleged violations of the N.J. Engineering Law shall be referred to the NJ Board.

Section 3. Meetings

The Committee shall meet as needed, but not less than twice per administrative year. Any actions or positions taken relative to a member of NJSPE shall be conducted in strict conformity with the following Bylaw. All decisions of the Committee shall be by simple majority vote unless provided otherwise in these Bylaws.

Section 4. Action Pertaining to Other Than Members

In the event complaints or allegations are received against persons who are not NJSPE members, and whether or not such persons are licensed Professional Engineers, the Committee may secure and consider evidence related to such allegations and, when merited, refer such matters to the NJ Board for action. Such action shall require a two-thirds affirmative vote of the Committee members present.

Section 5. Action Pertaining to Members

The Committee may review cases where NJSPE members have been the subject of disciplinary action by the NJ Board or by the Courts or by self-admission of guilt and to recommend appropriate action in these cases using procedures established in the following Bylaw.

Section 6. Make-up

The members of this Committee shall be a Chair or Co-Chairs appointed by the President, one member from each Chapter, and one member from each Interest Group with a minimum of 25 members, as provided by these entities. The Committee must have a minimum of eight members. The President is authorized to appoint at-large members to the Committee to satisfy the minimum number. No business may be conducted without the presence of a quorum. A quorum shall consist of five members of the Committee. The President and the Executive Director of NJSPE shall be Ex Officio members of the Committee.

Bylaw 23 Discipline of Members

Section 1. Types of Discipline

The Board may expel, suspend for a stated period of time, or censure a member.

Section 2. Process for Taking Action

Any disciplinary action to be contemplated by the Board shall be undertaken in accordance with the process defined in the Operating Procedures.

Bylaw 24 Authority and Order

Section 1. New Jersey Statutes and Regulations

As a New Jersey corporation, NJSPE shall conduct its business in accordance with the laws of the State of New Jersey.

Section 2. Order of Business

All meetings and related matters of NJSPE shall be conducted in accordance with the latest version of *Roberts Rules Revised* unless provisions of these Bylaws supercede same.

Bylaw 25 Amendments

Section 1. Proposing Amendments

Amendments to these Bylaws may be proposed by: (a) a majority vote of the Board; (b) any organized Chapter or Interest Group with a minimum of 25 members; or (c) a petition signed by not less than fifteen percent (15 %) of the voting members in good standing.

Section 2. Methods for Deciding Proposed Amendments

The Board shall by resolution either (1) call a meeting of the Delegates to act on such proposed amendments, or (2) submit such proposed amendments to a vote of the entire membership.

Section 3. Notification to Chapters and Interest Group

When proposed amendments to these Bylaws are to be considered at a meeting of the Delegates, such proposed amendments shall be delivered by the Secretary to each Chapter and Interest Group not less than forty-five (45) days prior to the meeting at which the vote is to be canvassed.

Section 4. Decision at a Delegates Meeting

An amendment to these Bylaws shall become effective only upon receiving affirmative votes of at least two thirds (2/3) of the votes cast by Delegates present having voting power at a meeting called by the Board.

Section 5. Delegates Participating via Electronic Media

To be considered "present" a delegate must be physically in attendance at the meeting or have registered at least one business day prior to the meeting with NJSPE headquarters to indicate that s/he will be participating electronically. Those who are participating electronically, i.e. not physically in attendance at the meeting, must have the approved means (1) to hear what is said by any participant in the meeting; (2) to be able to be recognized and communicate with all of those participating; (3) to view any material presented as a visual aid; and (4) to cast her/his vote to be identifiable as having been cast by that registered delegate.

Section 6. Preclusion of electronic Participation

Notwithstanding the provisions of Section 4, the Board of Trustees shall have the authority to stipulate that a particular Delegates Meeting shall be conducted without electronic participation by any of the registered delegates.

Section 7. Decision by a Vote of the Full Membership

Proposed amendments may also be submitted by the Board to the entire membership. They shall be delivered by the Secretary to each member in good standing together with a ballot not less than forty-five (45) days prior to the deadline by which the vote is to be canvassed. To become effective, the amendment must receive affirmative votes of two-thirds (2/3) of the votes cast by members having voting power, provided that not less than ten percent (10%) of the members having voting power cast a ballot.

END

[Adoption: This version of the NJSPE Bylaws, superceding the previous Constitution and Bylaws, was approved by the membership in a referendum concluded Nov. 9, 2007.]