



CONSTITUTION AND BY - LAWS OF DALLAS CHAPTER, TSPE

APRIL, 2014

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PREAMBLE

The Dallas Chapter subscribes to the aims and purposes as set forth in the Preamble, Constitution and By-Laws of the Texas Society of Professional Engineers.

In order to aid in advancing these ideals the Dallas Chapter herewith sets forth its Constitution and By-Laws of which this Preamble is a part.

CONSTITUTION

ARTICLE I - NAME

Section 1. This Chapter shall be known as the Dallas Chapter of the Texas Society of Professional Engineers (TSPE).

ARTICLE II - HEADQUARTERS

Section 1. The principal office and the place of meeting shall be located in Dallas County, and shall be selected by the Executive Board.

ARTICLE III - MEMBERSHIP

Section 1. Membership qualifications, grades, obligations and privileges shall be as provided in the Constitution and By-Laws of the Texas Society of Professional Engineers.

ARTICLE IV - OFFICERS, DIRECTORS AND EXECUTIVE BOARD

Section 1. The officers of the Chapter shall consist of a President, President-Elect, Vice-President, Secretary and Treasurer. All officers shall be licensed professional engineers and members of TSPE.

Section 2. There shall be an Executive Board of the Chapter consisting of the Officers of the Chapter, the immediate Past President, five Directors elected from the general membership, each having a minimum of 2 years continuous membership in the organization, State Director, and Alternate State Director. The President shall act as Chairman of the Executive Board.

Section 3. There shall be one State Director and one Alternate State Director, elected by the Chapter.

ARTICLE V - COMMITTEES

Section 1. Standing Committees are formed to execute the duties of the Chapter and shall be appointed by the President.

Section 2. General committees may be formed to address long term needs of the Chapter and shall be appointed by the President.

Section 3. Special Committees may be formed to address special issues and shall be appointed by the President as required, or as directed by action of the Chapter.

Section 4. The Chairman and the members of the Standing Committee shall be appointed by the President with the advice of the Executive Board for the term of the officers, or until discharged, and shall be designated as early as practical after the annual election.

Section 5. A Nominating Committee of three members shall be nominated and elected from the floor in accordance with the By-Laws. No Officer or Director shall be eligible for membership on this committee.

- Section 6. An Audit Committee of three members shall, each year, be appointed by the incoming President before taking office.
- Section 7. All new position statements shall be submitted to the Executive Board for its consideration and approval.

ARTICLE VI - CODE OF ETHICS

- Section 1. The Code of Ethics adopted by the Texas Society of Professional Engineers shall be the Code of Ethics of this Chapter unless amended by a majority vote of a quorum of the members.
- Section 2. The Code of Ethics shall not be amended so as to conflict with that of the Texas Society of Professional Engineers.

ARTICLE VII - ELECTION OF OFFICERS AND DIRECTORS

- Section 1. All officers, except the President, shall be elected annually. All officers shall hold office for one year or until their successors are installed. The President-Elect shall automatically succeed to the office of President at the beginning of each administrative year.
- Section 2. Chapter Directors and the State Director shall be elected to serve for a period of two years and shall serve until their successors are installed. Three Directors shall be elected each year: either two Chapter Directors and the State Director, or three Chapter Directors.
- Section 3. The Alternate State Director shall be elected annually.
- Section 4. A slate of officers shall be presented to the General Membership at its regularly scheduled March membership meeting. Nominations from the floor shall be taken during the March membership meeting. Immediately after the March membership meeting and prior to the last day of March a ballot shall be distributed to all members. Ballots shall also be made available just prior to the April membership meeting being called to order. All Ballots shall be filled out, sealed and signed by the Chapter Member in the space provided.
- Section 5. Only those ballots received by the beginning of the April membership meeting shall be counted. During the April membership meeting the Nominating Committee shall certify and count all ballots. A plurality of all votes cast shall be necessary to elect any officers. In the event of a tie, the membership in attendance at the April meeting will cast votes to break the tie.
- Section 6. Upon the death, resignation, or removal of any Officer or Director, the Executive Board may fill the vacancy for the unexpired term.
- Section 7. Any member of the Executive Board may be removed from office if two-thirds of the Executive Board votes for removal.

ARTICLE VIII - AMENDMENTS

- Section 1. This Constitution may be amended by casting votes for a one month period between membership meetings. The Amendment must first be reviewed by the Executive Board as to form, then approved for voting by a General Membership Meeting. The Amendment shall immediately be distributed to all members along with a ballot and notification of the next General membership meeting at which the ballots received will be tallied. Ballots shall be made available just prior to the General membership meeting being called to order. The Nominating Committee shall tally the ballots during the membership meeting and present its results prior to the close of the meeting. A two-thirds affirmative vote of the ballots received shall be required to amend this Constitution or any part thereof.

Section 2. When a proposed amendment is presented to the Chapter in writing and signed by 10% of the members in good standing, approval at a Chapter meeting shall be unnecessary before submission to the Chapter membership in accordance with Section 1 of this Article.

BY-LAWS

ARTICLE I - FISCAL AND ADMINISTRATIVE YEARS

- Section 1. The Fiscal Year of the Chapter shall be from July 1 through June 30.
- Section 2. The Administrative Year shall begin with the first action by the newly-installed Officers during the annual meeting and close immediately prior thereto at the following annual meeting.

ARTICLE II - GENERAL MEMBER MEETINGS

- Section 1. Regular Meetings. The Chapter shall regularly convene at least monthly, on a day selected by the Executive Board with the option that the February meeting shall be held during Engineer's Week. Notices of each meeting shall be distributed a minimum of one week in advance thereof.
- Section 2. Special Meetings. Special meetings shall be called by the President upon the President's own volition, upon request by the Executive Board, or upon the written request of ten members of the Chapter. The purpose of such meetings shall be set forth in the notice to the members. Said notices shall be distributed at least three days prior to the date of the meeting. No business, other than that for which the meeting was called, shall be transacted.
- Section 3. Annual Meeting. The meeting held in June of each year shall be designated as the Annual Meeting.
- Section 4. Quorum. For the purpose of transacting business of the Chapter, a quorum of five percent of the current TSPE Dallas Chapter membership shall be required.

ARTICLE III - OFFICERS AND DIRECTORS

- Section 1. President. It shall be the duty of the President to: preside at all meetings of the Chapter and of the Executive Board; be ex officio, a member of all committees except, Audit and Nominating; appoint leaders and members thereof except as otherwise provided; and subject to the approval of the Executive Board, have general direction of the business of the Chapter.
- Section 2. President-Elect and Vice-President. In the absence of, or in the case of the inability of the President to act, or at the request of the President, it shall be the duty of the President-Elect to perform the duties of the President. If the President-Elect is unable to perform, it shall be the duty of the Vice-President to perform the duties of the President. In the absence of the President, President-Elect and Vice-President from a meeting, one of the Directors shall preside, or in the absence of all Directors, the Chairman for that meeting shall be elected from the floor.
- Section 3. Secretary. The Secretary shall keep an accurate record of all proceedings of the Chapter and shall have custody of all official papers and records. The Secretary shall keep up-to-date membership records of the Chapter. At the expiration of the term of office, the Secretary shall turn over to the elected successor all documents and other property of the Chapter in official custody. The incoming Secretary shall archive all materials from the fourth previous year's files at a location directed by the Executive Board. Three years of records shall remain in the current Chapter files.
- Section 4. Treasurer. The Treasurer shall have custody and shall keep an accurate record of all Chapter monies; submit a report when requested, within 30 days, of the monies received and disbursed since the previous report; render and pay all bills as ordered by the Executive Board. At each monthly meeting the Treasurer shall submit a written report of all monies received and disbursed and a complete reconciliation of the Chapter's financial statement.
- Section 5. State Director. The State Director shall serve as a member of the Board of Directors of the Texas Society of Professional Engineers and the Chapter and shall represent the Chapter in all matters at State level; and report to the Chapter on all actions of the State Society and the State Board of Directors. The

State Director shall submit a quarterly written report to the State Board of Directors just prior to their meeting. The Alternate State Director shall serve in the absence or inability of the State Director.

Section 6. Chapter Directors: The Chapter Directors shall serve on the Executive Board. They shall also be participating members on the Constitution and By-Laws Committee and shall be an Advisory Member to the Committee(s) to which they are appointed to oversee. They shall attend all Committee Meetings, but shall not be a working member of that Committee.

ARTICLE IV - EXECUTIVE BOARD

Section 1. The Executive Board shall have general supervision of all matters pertaining to the Chapter.

Section 2. Whenever a need arises demanding immediate action between regular meetings, the Executive Board shall have the power to act for the Chapter. It shall see that all books are properly audited at least once a year. The Executive Board shall meet at a time and place selected by the President. Special meetings shall be at the call of the President or upon the written request of three of the Executive Board members. A simple majority shall constitute a quorum at any Executive Board Meeting. The action of the Executive Board shall be reported to the membership.

ARTICLE V - COMMITTEES

Section 1. The Committees of the Chapter shall be:

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| A. Nominating Committee | C. General Committees |
| B. Standing Committees | D. Special Committees |

Appointment-Term of Office. The Chairman of the Committees shall be appointed by the President with the advice of the Executive Board for the term of the officers, or until discharged, and shall be designated as early as practical after the annual election. The Chairman shall be a member of the Chapter. A majority of all members on the Committee shall be members of the Chapter.

Section 2. Nominating Committee. A Nominating Committee of three members shall be nominated and elected from the floor not later than the January meeting. No officer or director shall be eligible for membership on this committee. The committee shall nominate one or more members in good standing for each position to be filled and shall check with the Executive Board to determine the positions for which nominations are to be made. The consent of each nominee shall be obtained by the Nominating Committee prior to the submittal of its report. The Committee shall have its report in the hands of the Secretary in time to be read at the March meeting. Nominations from the floor may be made at the March meeting. Nominations by petition will close on the 25th day of March. Nominations made by petition will be valid only if signed by not less than twenty members in good standing. Nominations from the floor or by petition shall be placed on the ballot provided consent of the nominees has been obtained by those placing the names in nomination. The ballots shall indicate nominations by the Nominating Committee, nominations from the floor, and nominations by petition. The Nominating Committee shall be responsible for certifying and counting all ballots received for the Annual Board Election during the April Membership meeting. The Nominating Committee shall report all results to the Board for review and approval.

Section 3. Standing Committees.

- A. The Standing Committees shall be:
1. Membership
 2. Publications

3. Constitution and By-Laws
 4. Audit
 5. Budget
- B. Intended Functions and Duties of the Standing Committees. Each Committee's field of responsibility for any matter properly referred to it might overlap another Committee's field of responsibility. In such case the responsible committee may ask the assistance of such other committees.
1. Membership:
 - a) Bring the purposes and program of the Society before the profession in order to enlist the support, endorsement, and affiliation.
 - b) Seek to secure new members and minimize membership losses.
 2. Publications:
 - a) Provide information on chapter activities to the Chapter Membership and to the State Society.
 3. Constitution and By-Laws:
 - a) Continuously review and modify the Chapter Constitution and By-Laws to insure that the Dallas Chapter shall at all times be able to effectively carry out the purposes of the Texas Society of Professional Engineers and the Dallas Chapter.
 4. Audit:
 - a) Examine and audit the financial records of the Chapter.
 - b) Prepare Final Report for Board review and approval.
 - c) Make recommendations to the Board regarding the Chapter's finances.
 5. Budget:
 - a) Prepare Annual Chapter Budget for Board review and approval.

Section 4. General Committees.

- A. The General Committees shall be:
1. Finance
 2. Programs
 3. Awards
 4. Scholarship And Education
 5. Mathcounts
 6. Engineer's Week
 7. Legislative Affairs/Pace
 8. Continuing Education
 9. Fundraising
 10. Meeting Logistics
 11. Raffle
 12. Communications
 13. Past President's

B. Other General Committees. Other General Committees shall be appointed by the President as required depending on the current needs of the Chapter. Other General Committees are intended to be formed and maintained for the length of the need of the Chapter and may be eliminated or modified as the needs change.

Section 5. Special Committees. Special Committees shall be appointed by the President as required or as directed by action of the Chapter. These committees shall meet at the earliest possible date after appointment, analyze their special assignment and report promptly, in accordance with the instructions of the President. The life of a Special Committee, unless discharged by the President, shall extend until its final report is submitted to the Executive Board even though this may extend through all or parts of more than one administrative year.

ARTICLE VI - MEMBERSHIP

Section 1. Membership in the Chapter shall be contingent upon meeting the requirements of the Texas Society of Professional Engineers.

Section 2. Any member whose conduct has violated the adopted Code of Ethics or Rules of Practice of the Texas Society of Professional Engineers may be censured, suspended, or expelled from the Chapter and the Texas Society of Professional Engineers, subject to the procedure outlined in the Constitution of the Texas Society of Professional Engineers entitled "Discipline of Members."

ARTICLE VII - DUES

Section 1. The annual dues shall be collected by the National Society of Professional Engineers and shall be in such amounts and apportioned to the Chapter, State, and National Society of Professional Engineers as prescribed by the By-Laws of the respective society.

Section 2. Assessments to be collected and retained for use by this Chapter shall be entirely discretionary with members, shall be voted upon by ballot, and shall be considered only upon written recommendations of the Executive Board or of fifteen members. The details of such assessments shall be determined at the time the matter is presented for consideration and shall set forth in the letter ballot. A two-thirds affirmative vote, with at least fifty percent of the members voting, shall be necessary to authorize levying of assessments.

Section 3. A member or associate member who has not paid the annual dues shall be dropped from the Society by the Executive Board in accordance with the practice of the Texas and National Society of Professional Engineers.

Section 4. A member in any grade who has been dropped for non-payment of dues shall be reinstated only in accordance with the practice of the Texas and National Society of Professional Engineers.

ARTICLE VIII - OBLIGATIONS

Section 1. No obligations, except budgeted operating expenses, shall be incurred and no continuing obligations shall be entered into without a two-thirds approving vote at a meeting of the Board.

Section 2. The payment of all obligations shall be approved by the Executive Board, and all checks and vouchers shall be signed by the Treasurer, or President, or President-Elect.

ARTICLE IX - AMENDMENTS

Section 1. These By-Laws may be amended by any meeting of the Chapter provided official notice of the proposed amendment shall have been distributed to each member of the Chapter by the Secretary with the notice of the meeting at least one week in advance thereof. Inclusion of this notice in the Chapter

newsletter shall be deemed adequate. Voting shall be as outlined in Article VIII, Section 1, of the Chapter's Constitution.

Section 2. A particular section of these By-Laws may be suspended by a two-thirds vote of the members present at any meeting for a single stated purpose.

Section 3. Any amendment to these By-Laws, upon complying with Section 1 of this Article, shall become effective immediately, after approval of the Executive Board of the Texas Society of Professional Engineers.

ARTICLE X - PARLIAMENTARY RULES

In all questions arising at any meeting involving parliamentary rules not provided for in these By-Laws, Robert's Rules of Order, Revised, shall be the governing authority.