

**SOUTH DAKOTA ENGINEERING SOCIETY
BYLAWS**

Adopted by the Membership and Reaffirmed by the Board of Directors January 25, 1990

Amended by the Board of Directors January 9, 1991

Amended by the Board of Directors January 4, 1995

Amended by the Board of Directors October 5, 1995

Amended by the Board of Directors July 2, 1996

Amended by the Board of Directors April 26, 2000

Amended by the Board of Directors July 2006

Amended by the Board of Directors April 21, 2010

Amended by the Board of Directors October 2, 2013

BYLAW 1 – MEMBERSHIP

SECTION 1. Membership applications may be received at the National, State or Chapter level and reviewed for eligibility. If deemed to be eligible, the applicant shall be added to the rolls at the Chapter, State, and, if applicable, National levels.

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

SECTION 3. Violation of the Society Constitution and Bylaws, the NSPE Code of Ethics or for conviction of a felony shall be considered as just cause for discipline as hereinafter provided. In disciplinary matters, the Board may also: (1) authorize joint action with other state societies; (2) waive jurisdiction to another State Society; or (3) request assistance from NSPE where, in the Board's judgment, the circumstances warrant.

SECTION 4. Membership criteria will be dealt with by policy statements approved by the Board as needed.

SECTION 5. At its discretion, the Board may authorize special categories for supportive or sustaining companies, firms or organizations which it seems compatible with the purpose, goals and objectives of the Society. The Board shall fix dues in accordance with Bylaw 6, Section 2.

BYLAW 2 – DISCIPLINE

SECTION 1. Charges or complaints of alleged violations of the NSPE Code of Ethics or of laws and regulations governing the profession may be filed in writing by anyone having factual knowledge of the matters; charges concerning the Constitution and Bylaws shall be filed by a member in good standing. Each member is responsible to render

written reports of factual knowledge he or she has of alleged violations of the Code of Ethics. Such charges shall be filed with the Society Secretary/Treasurer.

SECTION 2. An initial informal investigation of alleged violations will be made by the Executive Committee. When such informal investigations indicate that a formal investigation is advisable, the Society President shall appoint a Task Force to conduct a formal investigation and recommend whether or not a hearing is warranted.

SECTION 3. Hearings will be conducted by a Hearing Task Force of not fewer than three Past Presidents appointed by the President which shall make recommendations to the Executive Committee and the Executive Committee shall render a decision in the matter.

SECTION 4. The accused shall have the right to appeal the decision to the Board of Directors, in which case the Executive Committee members who sat earlier shall not participate in the appeal proceedings.

SECTION 5. A two-thirds vote of the Executive Committee, or the Board in an appeal, shall be necessary for a finding sustaining a charge or no charges. Thereafter, the penalty shall be determined by majority vote of the Board.

SECTION 6. In a case where a member resigns after being made aware of the charges against him or her, the case shall be forwarded to the Board of Technical Professions for investigation and action that is appropriate.

SECTION 7. The person who filed the charges will be notified of the final decision and a summary report of the findings shall be published in the official publication of the Society unless the Executive Committee of the Board shall have deemed that the end of justice would be better served by withholding publication.

BYLAW 3 – CHAPTERS

SECTION 1. A Chapter may organize within the provisions of the Constitution and Bylaws of the Society and may, upon application, receive a Charter from the Society and then be known as a Chapter of the Society.

SECTION 2. A Charter may be issued upon approval of an application by the Board and shall be signed by the President and the Secretary of the Society.

SECTION 3. In advance of the Society's Annual Meeting, each Chapter shall elect officers and directors as required. The Secretary of each Chapter shall send a report of such election results to the Executive Director of the society at least thirty (30) days prior to the date fixed for the Annual Meeting.

SECTION 4. STUDENT CHAPTERS: The Board may issue Chapters for Student chapters at approved engineering universities. Rules and regulations for the organization and operation of Student Chapters shall be determined by the Board.

Each Student Chapter shall have a faculty advisor who shall, whenever possible, be a member of the Society. The Student Chapter advisor should be appointed by the Society, through the local Chapter concerned, on the recommendation of the dean of the University involved.

Each Student Chapter shall have a liaison from the sponsoring Chapter who shall not be directly affiliated with the University involved. The liaison shall be appointed by the sponsoring Chapter.

BYLAW 4 – AFFILIATED GROUPS

SECTION 1. Local Chapter auxiliaries may be established with approval of the Chapter membership. The purpose of an auxiliary shall be to assist in promoting the best interests of the professional engineer and the Society. The auxiliary shall be responsible to the Chapter for its policies including ratification of Bylaws.

BYLAW 5 – FISCAL AND ADMINISTRATIVE YEARS

SECTION 1. The fiscal year of the Society shall be from July 1 through June 30.

SECTION 2. The administrative year of the Society shall be from Annual Meeting to Annual Meeting.

BYLAW 6 – DUES

SECTION 1. Three Tier member (NSPE/SDES/Chapter) - Dues become due and payable based on their NSPE renewal date. Two Tier member (SDES/Chapter) – Dues become due and payable on their SDES renewal date.

SECTION 2. The dues for SDES membership shall be set by the Board at each Annual Meeting. The Chapter dues shall be set by each Chapter, no later than the 15th of May and that information immediately relayed to the Society's Secretary/Treasurer and Executive Director.

SECTION 3. If the dues of any member remain unpaid after the date of their renewal anniversary, the member shall be considered to be in a delinquent status. If delinquent dues are not paid within the applicable grace period, the member will be dropped from the rolls of the Society.

BYLAW 7 – BOARD OF DIRECTORS

SECTION 1. The Board shall have the direction and general supervision of all matters pertaining to the Society. It shall adopt and monitor a budget and cause the accounts of the Society to be audited as needed.

SECTION 2. The Executive Committee shall provide for and ensure the publication and distribution of all proceedings or transactions of the Society and shall have authority to appoint an editor and publish an official periodical for the Society.

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

SECTION 4. Each State Director and Chapter President shall represent a Chapter on the Society Board and therein advocate the best interests of the Chapter in particular and the Society in general. They shall attend the meetings of the Chapter for the purpose of inquiring into the condition of the profession and to improve the communication between the Chapter membership and the Society. State Directors shall be elected for two years and their terms shall be alternated so that only one-half of the State Directors commence their terms in any administrative year.

SECTION 5. The Board shall hold a regular meeting at the time of the Annual Meeting and at least three other meetings at approximately quarterly intervals. Special meetings may be called as per Article X, Section 3.

SECTION 6. A notice of each meeting of the Board shall be mailed or sent electronically to each member of the Board at least fifteen (15) days prior to the scheduled date thereof. An agenda, a copy of each report and resolution, if available, which are to be considered at such meetings shall accompany the notice of the meeting and no other matters shall be considered at such meetings without the consent of the majority of the members of the Board in attendance.

SECTION 7. The first meeting for the Board shall be at the Annual Meeting for the purpose of reorganizing.

SECTION 8. In the event that a member concurrently serves in multiple capacities, each of which is authorized a vote on the Board or Executive Committee, one such vote may be exercised and the member shall identify the capacity in which the voting privilege is exercised, if challenged. Proxies will not be permitted under any circumstance.

BYLAW 8 – ELECTRONIC BOARD MEETINGS

SECTION 1. The President may at any time submit any question to the members of the Board by electronic means.

SECTION 2. A majority of all votes received within a specified period of time shall decide the question, provided votes are received from at least two-thirds of the total membership of the Board.

SECTION 3. The Secretary shall record as part of the minutes of the appropriate meeting the date concerning each ballot and the names and votes of all members voting. The Secretary shall notify all members of the Board of the results within three days of the date of the ballot.

BYLAW 9 – EXECUTIVE COMMITTEE

SECTION 1. As provided in the Constitution, the Executive Board shall conduct the business of the Society between Board meetings.

SECTION 2. Three members shall constitute a quorum for the conduct of business.

BYLAW 10 – ELECTIONS

SECTION 1. The Nominating Committee shall include the Past President and one representative from each of the remaining Chapters selected as follows:

At the Past President's request, the remaining Chapters shall each submit a representative for inclusion on the nominating committee.

SECTION 2. The Society Nominating Committee shall canvass each Chapter for suggested nominees for the offices of Vice President and Secretary/Treasurer by directing a request therefore to each Chapter President on or before September 1st for response by September 15th.

SECTION 3. The Nominating Committee's report of its nominees for the full slate of Officers, together with a brief biographical sketch of each nominee, shall be published in the November or December issue of the official Society publication.

SECTION 4. Nominations by petition signed by at least 25 eligible members must be delivered by mail directly to the Secretary in an envelope postmarked before December 15th to be eligible for inclusion on the ballot; and a copy to the Chairperson of the Nominating Committee. The Secretary shall verify the membership validity of the signers and inform the Nominating Committee Chairperson of the findings, and also if in proper order, make the appropriate listing on the ballot.

SECTION 5. In the event of a single nominee in each position resulting from the submission by the Nominating Committee of a complete slate of nominations for all vacancies and with no qualified petition candidates submitted, the Secretary shall be directed to cast a single ballot for all nominees upon acceptance of the Secretary's Report by the Board.

SECTION 6. Whenever there is more than one nomination made for any office to be filled, an official ballot shall be mailed by the Secretary by letter and/or electronic means to each member in good standing on or before February 1st with closing ten days from date of mailing. In listing nominees on the official ballot, the name of the candidate proposed by the Nominating Committee shall be shown in the first position, and the remaining candidates nominated by petition shall follow in alphabetical order. Both the official ballot and accompanying biographical sketch shall clearly identify the source of the nomination. The official ballot shall contain a listing therefore, and voting shall be limited thereto.

SECTION 7. A valid ballot shall be one which is returned to the Secretary in an envelope bearing a postmark date or an electronic e-mail on or before ten days from date of mailing, the date specified on the ballot

SECTION 8. All valid ballots shall be tallied within five days of closing by a Tellers Committee consisting of the Secretary and three members appointed by the President at the first Board meeting after January 1. The Secretary shall be Chairperson of the Committee. The nominee for each office receiving the greatest number of votes cast for such office shall be declared elected to such office. The Committee shall immediately inform the officers and officers-elect of the results of the balloting and announce the results at the Annual Meeting.

SECTION 9. 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 the respective office.

SECTION 10. The election of the Chapter officers and the selection of the Chapter State Directors on the Board shall be completed before the Annual Meeting each year. They shall assume their duties after the installation of State and Chapter officers at the Annual Meeting and shall hold office until their respective successors assume such duties.

BYLAW 11 – OFFICERS

SECTION 1. The President, President-Elect, Vice President, Secretary and Treasurer shall be elected for a term of one year.

SECTION 2. In the event the President becomes unable to serve, he/she shall be succeeded by the President-Elect. A vacancy occurring in any other position shall be filled by election by the Board for the unexpired term of the officer being replaced.

SECTION 3. President. It shall be the duty of the President to preside at all meetings of the Society, the Board of Directors and the Executive Committee. The President shall have general direction of the business of the Society. The President shall be ex-officio, a member of all committees and shall appoint chairperson and members of all committees and/or task forces except the Executive Committee, Nominating Committee and Financial Committee.

SECTION 4. President-Elect. The President-Elect shall act as President in the President's absence and shall undertake assignments at the request of the President, the Executive Committee or the Board. Principal activity of the President-Elect shall be an examination of the Society and the development of plans for the following year.

SECTION 5. Vice President. In the absence of, or in case of the inability of the President and President-Elect to serve, it shall be the duty of the Vice President to perform the duties of the President. The Vice President may be assigned supervision over several committees and/or task forces.

SECTION 6. Treasurer. It shall be the duty of the Treasurer to protect all money and records of accounts of the Society, making an annual report of the receipts and disbursements to the Society and furnishing quarterly financial reports to the Board, of which are to be published in the official publication of the Society. The Treasurer shall be the Chairperson of the Financial Committee to draft proposed budgets for the coming fiscal year and conduct annual audits. At the expiration of the term of office, all books, papers and money belonging to the Society shall be turned over to the successor, taking receipt therefore.

SECTION 7. The individual to represent SDES on the NSPE Board shall be appointed by the SDES Board.

SECTION 8. The duties of the Secretary shall be as follows:

- A. Along with the President, serve as the corporate official of the Society in all legal matters.
- B. Be responsible for maintaining all operating rules including the Constitution and Bylaws. Be responsible for changes, printing, dissemination and the interface with the Chapters relating to such matters.
- C. Be the parliamentarian in all meetings of the Society and rely on Counsel for such assistance in parliamentary or legal matters at may come to his or her attention. Be responsible for the minutes of the Executive Committee and the Board meetings and of the Annual Meeting.
- D. Serve as the official signatory for the Society of the official of record on the designated documents where such authentication is necessary or desirable.

- E. Perform such other duties as are required by law or are assigned by the Board.

SECTION 9. Persons occupying the offices of Past President, President, President-Elect, Vice President, and Secretary-Treasurer shall be members of NSPE.

BYLAW 12 – EXECUTIVE DIRECTOR

SECTION 1. The Board may, if it deems it advisable, either: (a) employ annually an Executive Director of the Society or (b) elect to contract with one or more persons or entities on an independent contractor basis to perform all or part of the duties, responsibilities and functions which would otherwise be performed by a full-time or part-time Executive Director appointed by the Board. The Executive Committee may remunerate any person who is appointed as a full-time or part-time Executive Director by the Board or any person or entity which contracts with the Board to provide such services on such terms and conditions as the Executive Committee deems advisable and in the best interests of the Board.

SECTION 2. The duties of the Executive Director shall be to implement the programs of the Society as determined from time to time by the Board and may include but not be limited to:

- A. Employing or contracting for and supervising all support services as authorized by the Executive Committee, supporting, implementing or coordinating all programs and activities, maintaining budget control over expenditures and preparing required financial statements;
- B. Acting as liaison between the Society and the Chapters on administrative and other related matters;
- C. Providing assistance and guidance to the Chapters and the Committees;
- D. Being supportive of public relations activities of the Society;
- E. Serving as the liaison with the headquarters staff of NSPE; and
- F. Accepting and implementing such other duties as the President and/or Board may assign.

Upon the termination of service, all books, documents, records and other property belonging to the Society in his or her possession shall be turned over to the Secretary or an authorized successor, with a receipt provided therefore.

BYLAW 13 – OBLIGATIONS

SECTION 1. All funds of the Society shall be deposited in the name of the Society. The operating account, the account established for the operating funds of the Society, shall be

administered by the Executive Director. If there is no Executive Director, the operating account shall be administered by the Treasurer. One signature shall suffice on the account. It shall be administered according to the Society's established budget or at the direction of the Board if the budget requires adjustment.

When the funds of the Society are sufficient, a reserve account shall be established for the purpose of investment. The reserve account shall be administered by the Treasurer, at the direction of the Board, and with due consideration for liquidity necessary to meet the operating requirements of the Society, and will require one signature for transactions. Any one Board member and the Executive Director, may serve as signatories, as directed by the Executive Committee. The reserve fund of the Society shall not exceed fifty percent of the annual budget.

BYLAW 14 – COMMITTEES AND TASK FORCES

SECTION 1. Standing Committees may be designated by each President to encompass the subject areas listed below, either individually or appropriately grouped to address the needs of the Society. The President may also appoint Task Forces for specific short term purposes or action. This may include such items as Long Range Planning, Bylaws, Internet, etc.

- Legislative/Design Professionals Coalition
- MATHCOUNTS
- Membership
- University and Public Relations
- Awards
- Licensure
- Professional Development Hours
- Financial
- SD Local Transportation Assistance Program (SD LTAP)

SECTION 2. Each of the standing committees shall consist of members who shall be appointed annually by the President, who shall also designate the Chairperson of each 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 or task forces or liaisons as may be desirable for the conduct of business for the Society.

SECTION 5. No committee shall commit the Society without specific authorization from the Board nor issue public proclamation or news releases without prior approval of the Executive Committee.

SECTION 6. Committees or Task Forces are for the purpose of implementing the goals and objectives of the Society. While it is expected that the leadership and membership of such committees will be members of the Society, the inclusion of non-members in some circumstances may be appropriate. Effective control of the committee shall be retained through the chairmanship.

BYLAW 15 – MEETINGS

SECTION 1. The Annual Meeting of the Society shall be held between April 1 and April 30 unless the Board approves a date outside these parameters.

BYLAW 16 – ORDER OF BUSINESS

SECTION 1. The order of business of the Board shall be determined by the President.

SECTION 2. Robert’s Rules of Order (revised) shall govern matters of parliamentary procedure of the Society, except as otherwise provided in the Constitution or Bylaws.

BYLAW 17 – OFFICIAL PERIODICAL

SECTION 1. The Society shall publish an official periodical to be known as “The South Dakota ENGINEER” and an annual membership directory. The official periodical and membership directory can be in hardcopy or electronic format.

BYLAW 18 – INDEMNIFICATION

SECTION 1. Directors, officers, members, employees and agents of the Society shall be indemnified as of right to the fullest extent now or hereafter permitted by law in connection with any actual or threatened civil, criminal, administrative or investigative action, suite or proceeding (whether brought by or in the same of the Society or otherwise) arising out of their service to the Society or to another organization at the Society’s request. Such indemnification should not be deemed to be exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote or membership or otherwise.

BYLAW 19 – PAST PRESIDENTS’ COUNCIL

SECTION 1. A Past Presidents’ Council consisting of all living Past Presidents of the Society shall act as an advisory group for the Society. The Chairperson of the Council shall be the most immediate Past President able to serve, and all meetings of the Council shall be at the call of the Chairperson.

SECTION 2. The general duties of the Council shall be to use their experience as past officers to foster and promote the general welfare and growth of the Society by advice and recommendations to the officers and the Executive Board. Special assignments or

requests may be given to the Council by the Society through the President. All recommendations of the Council shall be presented to the Society through the President.

BYLAW 20 – AMENDMENTS

SECTION 1. Amendments to these Bylaws shall be made in accordance with the provisions of Article XIII of the South Dakota Engineering Society Constitution, as follows:

SECTION 2. Amendments to these Bylaws may be proposed by action of the Board at two consecutive meetings or by resolution adopted by all Chapters. Amendments proposed by resolution shall be voted on by the Board. A summary of the Board's findings shall be transmitted expeditiously to the members.

.BYLAW 21 - CONFERENCES

SECTION 1. The Society shall host two Conferences per year. One conference shall be held in the Spring along with the Annual Membership Meeting and the other conference shall be held in the Fall. PDH opportunities shall be provided at each conference. The conferences shall be hosted by each Chapter on a rotating basis. The four year order of rotation shall be Eastern Chapter (twice), Central Chapter, Black Hills Chapter.