

NEW MEXICO SOCIETY OF PROFESSIONAL ENGINEERS

BYLAWS

The New Mexico Society of Professional Engineers is referred to as the Society and the Board of Directors is referred to as the Board and the National Society of Professional Engineers is referred to as National

BYLAW 1 - FISCAL & ADMINISTRATIVE YEARS

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

Section b. The administrative year of the Society shall be from July 1 through June 30.

BYLAW 2 - MEMBERSHIP

Section a. Membership grades in the Society shall include, and shall be defined the same as, the membership grades of the National Society of Professional Engineers; and shall include additional grades of affiliate and associate members.

Section b. An affiliate member shall be defined as a person of high moral character who is directly associated with the engineering profession.

Section c. An associate shall be defined as a person of high moral character who is interested in the engineering profession.

Section d. Membership grades must hold their membership through a local chapter of the Society; however, a member residing out of the state may become a member-at-large; or a member where there is no active chapter where a member resides, may become a member-at-large.

Section e. All membership grades except student and associate shall have voting privileges in the Society.

BYLAW 3 - DUES AND ASSESSMENTS

Section a. The Board shall set the annual dues for the Society, after consideration at two consecutive Board meetings separated by at least 20 days. The dues shall be voted at the second meeting.

Section b. All national, state and chapter dues may be collected for the Society by National, as may be determined by the Board; except that affiliate and associate membership dues will be collected by the Society.

Section c. The Board may authorize membership promotion plans, such as dues for less than a full year.

Section d. The Board shall determine, in the same manner as for annual dues, the need, amount and method of collection of any assessment

Section e. Chapter of the Society may collect any dues or assessments deemed necessary for Chapter activities and administration. Annual dues or assessments by a Chapter shall be set according to the Chapter Bylaws

BYLAW 4 - GOOD STANDING

Section a. A member failing to remit dues and once reported as dropped from the membership rolls is no longer in good standing with the organization.

Section b. A member dropped from the rolls of the Society for nonpayment of dues may be reinstated as a new member upon payment of dues to National. Reinstatement after January 1 of the following year may be made by payment of dues required by a new member.

Section c. The Board may waive the payment of Society dues of any member or group of members for just and worthy cause, provided such waiver shall be approved by unanimous vote of the full membership of the Board.

BYLAW 5 - EXPULSION

Any member whose professional license has been revoked by any State Board of Registration/Licensure for Professional Engineers and Surveyors shall be asked by the Board to resign from the Society and considered not in good standing.

BYLAW 6 - NOMINATIONS

Section a. Nomination for elective office shall be made by the nominating committee.

Section b. The president shall appoint annually, not later than November 1, a nominating committee of five (5) members. The chairman shall be the president elect and shall be without vote except in the event of a tie vote. The four remaining members shall be voting members in good standing who are not officers.

Section c. The nominating committee shall prepare, from the list of eligible members of the Society, a slate of candidates for all elective offices to be filled at a forthcoming election. The slate shall consist of one or more candidates for the offices of president-elect and all designated vice president offices. All candidates shall be members in good standing at the time of their nomination. Nominees shall have been canvassed beforehand to determine their willingness to serve.

Section d. The nominating committee shall report its list of candidates to the president (and executive director) not later than December 1 and a copy shall be transmitted to each Chapter president within ten days thereafter.

Section e. The report of the nominating committee shall be published or transmitted to the membership by January 15.

Section f. Additional nominations, which may include members of the nominating committee, may be made by a petition signed by fifty (50) voting members in good standing or ten (10) percent of the membership, whichever is the smaller number, half of whom must be members of chapters other than the nominee. Nominations by petition must be in the hands of the president (and executive director) by January 1.

BYLAW 7 - ELECTIONS

Section a. All elections of officers shall be by ballot.

Section b. The ballot shall contain the names of those candidates selected by the nominating committee and named by petition of the members without differentiation. Space shall be provided for write-ins.

Section c. The ballot may be included in the 1st issue each year of the *New Mexico Professional Engineer* or similar publication or transmitted to each voting member in good standing by January 15.

Section d. The marked ballot shall be returned no later than February 15, to the State Society headquarters.

Section e. The ballots shall be delivered to the tellers committee no later than February 20.

Section f. The tellers committee shall report results of the balloting in writing to the president (and executive director) no later than March 1. Election shall be by plurality of votes cast.

Section g. The Board shall canvass and declare the official results of the election, which shall be published.

Section h. Chapter elections shall be held, and the results submitted to the Society president (and executive director) by March 1.

BYLAW 8 - DUTIES & POWERS OF OFFICERS

Section a. The president shall preside at meetings of the Society, Board and executive committee, and shall be an ex-officio member of committees except the nominating committee. The president shall have, subject to approval of the Board, general direction over the business of the Society and its administration and staff. The president shall have responsibility for chapter liaison and legislative activities.

Section b. The president-elect shall preside in the absence of the president, and shall have responsibility for long- and short-range planning, the constitution and bylaws, and liaison with the Century Club.

Section c. Vice Presidents

c.1 The vice president for finance (treasurer) shall prepare a monthly financial summary including each financial statement for presentation to the Board. This person shall prepare the annual budget and present the budget at the last Board meeting of the fiscal year for approval. The vice president for finance shall have responsibility for the teller's committee

c.2 Financial and permanent records shall reside with the vice president of administration of the Society. The vice president of administration will be responsible for preparing and distributing meeting minutes and records.

Section d. The president elect shall designate the vice president offices necessary for continuing and conducting the Societies programs and business, including offices such as the vice president for finance, the vice president of administration, the vice president for membership, and all vice president offices.

Section e. The Board shall have general supervision of all matters pertaining to the Society, provided that no action shall be taken which will be inconsistent with the law, the Certificate of Incorporation and the constitution and bylaws.

Section f. The president shall designate a member of the executive committee, residing in Albuquerque, to be the second signatory for financial transactions. That officer will be bonded, at the expense of the Society, for such amount as may be determined by the Board.

BYLAW 9 - PROXIES AND VACANCIES

Section a. When unable to attend a meeting of the Board, a state director may appoint a member in good standing from that chapter as proxy, and such proxy shall enjoy all rights of a duly qualified member of the Board. Elected officers who are not able to attend a Board meeting may present a proxy in writing submitted to the presiding officer.

Section b. The president-elect, the vice president for finance (treasurer), and vice president of administration, in that order, shall preside in the absence of the president.

Section c. Vacancies among the elected officers shall be filled for the remaining term by Board appointment and per the Constitution guidelines. Vacancies in state director(s) shall be filled through action by the affected chapter.

BYLAW 10 - DUTIES OF EXECUTIVE DIRECTOR

Section a. The executive director shall manage and administer, in accordance with sound association management practices and procedures and under direction of the president and the Board, the operations, activities, headquarters and staff of the Society. The executive director

(shall be bonded at the expense of the Society), may be a signatory on all financial transactions, and may be one of the two required signatures on certificates of deposit and expenditures over \$500.00

Section b. The executive committee shall evaluate the executive director annually based on the performance of the duties and responsibilities of the position.

Section c. By action of the Board at any time, at a minimum every two years, either an audited or unaudited financial statement shall be prepared by a certified public accountant selected by the president and executive director. The Society's audit committee shall examine the statement and submit it with recommendations to the Board.

Section d. The executive director, if any, shall act as secretary to the Board.

Section e. The executive director will be an independent contractor and not an employee of NMSPE

BYLAW 11 - INDEMNIFICATION

Section a. **RIGHT TO INDEMNIFICATION.** Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter, a "proceeding"), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director or officer of the corporation or while a director of the corporation is or was serving at the request of the corporation as a director, officer, board member of any chapter, partner, trustee, employee or agent of another corporation or of a partnership, joint venture, trust or other incorporated or unincorporated enterprise, including service with respect to employee benefit plans or trusts, whether the basis of such a proceeding is alleged action or inaction in an official capacity as a director, officer, partner, trustee, employee or agent or in any other capacity while serving as a director, officer, partner, trustee, employee or agent shall be indemnified and held harmless by the corporation to the fullest extent authorized by the New Mexico Nonprofit Corporation Act as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than said law permitted the corporation to provide prior to such amendment), against all expense, liability and loss (including attorneys' fees, judgments, fines, taxes, or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith and such indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that, except as provided in this Article, the corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or a part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of the corporation. The right to indemnification conferred in this Article shall be a contract right and shall include the right to be paid by the corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that, if the New Mexico Nonprofit Corporation Act requires, the payment of such expenses incurred by a director or officer in his or her capacity as a director or officer of the corporation (and not in any other

capacity in which service was or is rendered by such person while a director or officer, including, without limitation, service to employee benefit plans or trusts) in advance of the final disposition of a proceeding, shall be made only upon delivery to the corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Article or otherwise. The corporation may, by action of its Board, provide indemnification and advance expenses to employees and agents of the corporation and others permitted to be indemnified by the New Mexico Nonprofit Corporation Act with the same scope and effect as the foregoing indemnification and advancement of expenses of directors and officers.

Section b. **RIGHT OF INDEMNITEE TO BRING SUIT.** If a valid claim pursuant to subsection (a) of the Article is not paid in full by the corporation within ninety (90) days after a written claim has been received by the corporation, the claimant may at any time thereafter bring suit against the corporation to recover the unpaid amount of the claim and, if successful in whole or part, the claimant shall be entitled to be paid the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the corporation) that the claimant has not met the standards of conduct which make it permissible under the New Mexico Nonprofit Corporation Act for the corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the corporation. Neither the failure of the corporation (including its Board, independent legal counsel, or its members) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the New Mexico Nonprofit Corporation Act, nor an actual determination by the corporation (including its Board, independent legal counsel, or its members) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

Section c. **NON-EXCLUSIVITY.** The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the corporation's Articles of Incorporation, Bylaws, agreement, vote of members of disinterested directors or otherwise.

Section d. **INSURANCE.** The corporation shall maintain insurance, at its expense, to protect itself and any director, officer, board member of any chapter, partner, trustee, employee or agent of the corporation or another corporation, partnership, joint venture, trust or other incorporated or unincorporated enterprise (including an employee benefit plan or trust) against any such expense, liability or loss, whether or not the corporation would have the power to indemnify such person against such expense, liability or loss under the New Mexico Nonprofit Corporation Act.

BYLAW 12 - RECALL OF OFFICERS

Section a. Any officer of the Society not performing the duties of that office shall be subject to recall upon the petition of 10% of the membership or 50 members (50) members in good

standing, whichever is greater, provided such officer accused shall be given a copy of the charges and given the opportunity to be heard by the Board, and provided that such recall action be approved by two-thirds of all Board members.

Section b. An officer who fails to attend two consecutive regularly scheduled Board meetings without sending a proxy shall be notified by the Society president at least 20 days prior to the next Board meeting that he/she will be removed from office unless the failure to perform the duties of the office is justified. The proposed removal from office must be published on the meeting agenda and approved by two-thirds of all Board members after consideration of the evidence.

BYLAW 13 - COMMITTEES

Section a. Standing committees may include, but are not limited to: chapter activities, awards, board of registration liaison, ethical practices, legislative affairs, MATHCOUNTS, membership, public relations, publications, career guidance, planning, professional development, and scholarship.

Section b. The president shall appoint the chairs of standing committees. The vice presidents may appoint members of the committees under their purview.

Section c. A nominating committee shall be appointed annually by the president as described in Bylaw 6, Nominations.

Section d. An audit committee of three members shall be appointed annually by the president. The president shall select the chair. This committee shall examine the report by the certified public accountant and submit recommendations to the Board.

Section e. A teller's committee shall be appointed annually by the vice president of finance at least thirty (30) days prior to any required annual election. This committee, whose chair shall be selected by the president, shall provide certified results of elections to the (executive director) and president.

Section f. Special committees shall be appointed by the president as required. The president shall determine the size thereof and shall name the chair.

BYLAW 14 - MEETINGS

Section a. The Society shall hold meetings, other than the annual meeting, at the direction of the Board or upon written request of 10 % of the membership or fifty (50) members, whichever is larger.

Section b. The Board shall meet not less than six times a year, at the call of the president. One meeting shall be held in conjunction with the annual meeting of the Society.

Section c. The Board shall meet at the call of the president or at the written request of five (5) or more Board members or 10 % of the membership or fifty (50) or more members of the Society, whichever is larger.

Section d. Each chapter shall meet at least four times a year.

Section e. The order of business at meetings of the Society, the Board, and the executive committee shall be determined by the president subject to the approval of the Board. The order at any meeting may be changed or suspended by a majority vote at that meeting.

Section f. All meetings of the Board shall be open to any member of the Society in good standing. Members shall attend as observers and may be accorded floor privileges at the discretion of the president.

Section g. For the purpose of transacting business at a meeting of the Society, Board, executive committee or committee, a quorum shall consist of a majority of those members.

Section h. Robert's Rules of Order, Revised, shall govern matters of parliamentary procedure at all meetings of the Board, executive committee and Society, unless superseded by these bylaws.

BYLAW 15- CORPORATE SEAL

The Corporate seal of this Society shall be a circular seal with the name of the Society around the border and the words "Corporate Seal" in the center. The vice president of administration shall have custody of the seal.

BYLAW 16 - ACCESS TO RECORDS

Any member in good standing, upon making proper arrangements with the vice president of administration, shall have access to all books and records of the Society and at no cost to the Society.

BYLAW 17 - SUSPENSION OF BYLAWS

Any section or part thereof of these bylaws may be suspended for a specific purpose and for the duration only of the meeting at which such action is taken. Suspension shall require a two-thirds affirmative vote of the Board members present at the meeting.

BYLAW 18 - AMENDMENTS TO BYLAWS

Amendments to these bylaws shall be considered at two consecutive Board meetings separated by at least twenty (20) days, with the vote taken at the second meeting. Upon concurrence of a majority of the Board present, the amended bylaws then become effective.

Bylaws adopted 6/25/98; (amended 06/07/01; amended 10/15/2009 and 11/02/2009)

NEW MEXICO SOCIETY OF PROFESSIONAL ENGINEERS

CONSTITUTION

PREAMBLE

The New Mexico Society of Professional Engineers, upon the recognition that service to society and to the profession is the premise upon which individual opportunity must be built, does hereby dedicate itself to the promotion and protection of the profession of engineering as a social and economic influence vital to the affairs of all citizens and their communities.

ARTICLE I - NAME

The name of this non-profit membership corporation shall be the New Mexico Society of Professional Engineers, hereinafter referred to as the "Society."

ARTICLE II – OBJECTIVES

Section 1. The objectives of the New Mexico Society shall be to advance the public welfare and promote the professional, social, and economic interests of the engineering profession; to stimulate and develop professional concepts among all engineers; to strive throughout the profession to make registration more meaningful in terms of acknowledgment of individual achievement in engineering as reflected by education and practice; and to urge each engineer to seek legal status through licensure at the earliest possible point in the engineers' career, and preserve the high standards of ethical conduct.

Section 2. The New Mexico Society shall extend cooperation to the National Society of Professional Engineers (National), the national technical societies and to the state and local engineering groups.

ARTICLE III - MEMBERSHIP

Section 1. Membership grades shall be consistent with the membership grades established by National and as defined under the Bylaws of the Society, hereinafter referred to as Bylaws.

ARTICLE IV – CHAPTERS

Section 1. The Society, through its Board of Directors, shall authorize and charter chapters and establish their respective local boundaries in the state. All chapters and their members shall be governed by the Constitution and Bylaws of the Society.

Section 2. The Constitution and the Bylaws of the Society shall be interpreted to serve also as the constitution and the bylaws for each of the chartered chapters. Each chapter may adopt, subject to approval of the Society Board of Directors (Board), supplemental bylaws which shall be in conformance with the Constitution and Bylaws of the Society.

Section 3. Each chapter shall have as a minimum a president, who also shall serve as the primary state director; a president-elect (vice-president); and a secretary-treasurer. The elected officers and the immediate past president shall serve as the executive board of each chapter.

Section 4. Each chapter with more than 99 members shall elect additional state directors as follows:

100-199 members	1 state director
200-299 members	2 state directors
300-399 members	3 state directors
400-499 members	4 state directors
500 or more	5 state directors

The additional state directors shall serve for two years and should be elected so as to provide for staggered terms.

Section 5. The Society through its Board may authorize and charter student chapters consisting of students at engineering colleges, universities, or institutes of technology, as provided in the Bylaws. Each chartered student chapter, regardless of size, shall be entitled to one (1) voting student director elected by the student chapter to serve on the Board.

ARTICLE V – DUES AND ASSESSMENTS

Dues and assessments and the collection thereof shall be as provided in the Bylaws.

ARTICLE VI - ADMINISTRATION

Section 1. There shall be a Board which shall consist of the president, president-elect, the immediate past president, the vice presidents for finance (treasurer), administration (secretary), membership, education, professional affairs, communications, and chapter affairs, and the chapter state directors and students directors herein provided. Any officer of National who is a member of the Society also shall be a member of the Board ex-officio.

Section 2. The Board shall determine all matters of policy and shall administer the affairs for the Society under this constitution and the general provision of the law under which it is incorporated. The Board is ultimately responsible for all of the legal and fiscal activities and affairs of the Society.

Section 3. The Board shall direct the investment and care of the funds of the Society and shall make appropriations for specific purposes.

Section 4. The Board shall prepare and adopt bylaws, which shall govern all procedures under this constitution including those of the Board and of committees. Adoption of such bylaws and any proposed amendments thereof shall require consideration by the Board at two consecutive Board meetings separated by at least twenty 20 days. The vote for adoption or rejection shall be held at the second meeting. The amendment shall become effective as of the date of the passage.

Section 5. There shall be an executive committee of the Society comprised of the president, president-elect, vice-presidents, and immediate past president. Within the provisions of the construction, the executive committee shall act for the Board between Board meetings and shall report its interim activities at the next meeting of the Board. All acts of the executive committee shall be subject to approval of the Board.

Section 6. The Board may contract an executive director for administration to perform such duties as assigned by the Board and as provided in the Bylaws.

Section 7. The president shall be chairman of the Board and of the executive committee

Section 8. Each member of the Board shall be entitled to one vote in the conduct of Board business.

ARTICLE VII - OFFICERS

Section 1. The elected officers of the Society shall be the president-elect and the vice-presidents as authorized by this Constitution. The officers shall take office, and the president-elect elected the previous year shall become president at the annual meeting or July 1, next which ever is sooner following the election, and shall hold office until the following July 1 or until the successors have been duly elected, qualified and installed.

Section 2. Only those of member grade, residing in New Mexico, may hold the elected offices of the Society. Only members or associate members may hold the offices of chapter president and state director.

Section 3. In the event a vacancy occurs in the office of the President, the following procedure shall be implemented:

- a) Should a vacancy occur the president-elect shall assume the office of the president, and shall serve the unexpired term of office and shall serve the term for which elected. The office of the president elect shall remain vacant until filled at the succeeding election
- b) Should a vacancy occur in any other office of the Society, the vacancy for the unexpired term shall be filled by the Board as set forth in the Bylaws.

ARTICLE VIII - RECALL OF OFFICERS

Section 1: Any officer or director of the Society may be subject to recall for not performing the duties of that office. The procedures shall be as provided in the Bylaws.

ARTICLE IX – COMMITTEES

Section 1. The president, with the approval of the Board, may create other committees as may be desirable and necessary.

Section 2. The composition and duties of the committees shall be as provided in the Bylaws.

ARTICLE X - ELECTIONS

Elections shall be held annually in accordance with procedures set forth in the Bylaws.

ARTICLE XI – RULE OF CONDUCT

The Board shall have authority to adopt a code of ethics and promulgate rules of good standing in the Society.

ARTICLE XII – ANNUAL MEETING

The annual meeting of the Society shall be held at the time and place determined by the Board.

ARTICLE XIII – HEADQUARTERS

The headquarters of the Society shall be located at such a place in New Mexico as designated by the Board.

ARTICLES XIV – ARTICLES OF INCORPORATION

The Board shall make any changes in the Articles of Incorporation, in accordance with the law, which may appear desirable or may be made necessary by any change or amendments to this Constitution.

ARTICLE XV – AMENDMENTS

Section 1. This constitution may be amended by ballot, provided that such amendment first shall have been approved by a majority vote of the Board, and that it shall have been submitted to the Society membership at least four weeks prior to the date set for the closing of ballots. A two-thirds affirmative vote of Society members voting shall be required to amend this constitution or any part thereof.

Section 2. When proposed amendment to this constitution is presented to the Society in writing and signed by ten percent (10%) of the members in good standing, approval of the Board shall not be necessary before submission to the Society membership

Section 3. Amendments to this constitution shall become effective immediately upon approval as provided in this article.