

RULES OF GOVERNANCE AND OPERATION

of the

PRACTICE DIVISIONS of

THE NEW YORK STATE SOCIETY OF PROFESSIONAL ENGINEERS, Inc.

(Items in **red are pending NYSSPE Board Approval** but have been approved by all practice divisions. Therefore, the items in red are for **informational purposes only** and are not yet a part of the Approved Official Rules of Governance and Operation.)

The New York State Society of Professional Engineers, Inc. shall hereinafter be referred to as NYSSPE, and the NYSSPE Board of Directors shall hereinafter be referred to as the Board. The following Articles are consistent with the Constitution and Bylaws of NYSSPE.

ARTICLE I - NAME

The name of the NYSSPE Practice Divisions shall be: Professional Engineers in Construction, Professional Engineers in Education, Professional Engineers in Government, Professional Engineers in Industry, and Professional Engineers in Private Practice.

The address of the Practice Divisions shall be the address of the Headquarters of NYSSPE.

ARTICLE II - AUTHORIZATION

SECTION 1.

To further its objectives, the Board may authorize the establishment of Practice Divisions. The authorization or dissolution of Practice Divisions shall be processed in accordance with the NYSSPE Constitution and Bylaws.

SECTION 2.

The Board may authorize and charter Practice Divisions comprising members having common professional employment and interests to operate under the Constitution and Bylaws of NYSSPE. The Board shall approve the scope of activities and the sphere of interest of such Practice Divisions.

SECTION 3.

In the event of any dispute relative to Practice Division governance, the NYSSPE Constitution and Bylaws shall take precedence and, in the event of challenge, the NYSSPE Board, or the NYSSPE Executive Committee acting on behalf of the Board, shall have authority to resolve and/or rule on such dispute.

ARTICLE III - OBJECTIVES

The following objectives are applicable to all Practice Divisions, however, specific definition of, applicability to, and means of achievement may vary from Division to Division.

SECTION 1.

The objectives of the Practice Division shall be to support the aims of NYSSPE, **with specific emphasis on the interests of the individual Practice Division members**, advance the public welfare, promote the professional, social and economic interest of all Professional Engineers and to encourage the development of a professional attitude among members of the Practice Divisions.

These objectives shall be met by:

- a. Establishing and maintaining high standards of competence and ethical conduct.
- b. Continuing encouragement of licensure of qualified persons as Professional Engineers.
- c. Supporting development of legislative and administrative policies which best serve the public and the profession.
- d. Encouraging participation in community and civic affairs.
- e. Promoting public appreciation of the work and achievements of Professional Engineers.
- f. Advancing the professional development and economic interests of Professional Engineers through sound employment practices.
- g. Providing membership services as appropriate.
- h. Develop seminars, guidelines, position papers and other materials beneficial to its members.**

To achieve these objectives, Practice Division activities shall provide forums for discussion and united action, and serve as vehicles for communication and discussion with members in other types of employment. All actions shall be based on the premise that professional development is the responsibility of all members working together effectively.

ARTICLE IV - FISCAL AND ADMINISTRATIVE YEARS

SECTION 1.

The Fiscal Year of each Practice Division shall coincide with that of NYSSPE, and shall be from July 1st to June 30th.

SECTION 2.

The Administrative Year of each Practice Division shall coincide with that of NYSSPE, and shall be from July 1st to June 30th.

ARTICLE V - MEMBERSHIP

SECTION 1.

In accordance with the NYSSPE Constitution and Bylaws, participation in any Practice Division shall be open only to NYSSPE Licensed Members, Members or Student Members in good standing and having professional employment or interests in common with the respective Practice Division.

SECTION 2.

The right to hold a Practice Division office shall be limited to Licensed Members who have **been a member of and** paid Practice Division Voluntary Dues **for at least one full year before nomination.**

SECTION 3.

The right to vote at meetings of a Practice Division shall be limited to Members of that Practice Division. For election of Practice Division officers, members may [only vote for the officers of one Practice Division based on their primary area of employment or interest] **vote for the officers of all Practice Divisions for which they pay Practice Division dues.**

SECTION 4.

The amount of Practice Division Voluntary Dues shall be established at each NYSSPE Practice Division General Meeting held in conjunction with the NYSSPE Annual Meeting and shall be effective for the following calendar year. No Practice Division Voluntary Dues shall exceed twenty-five percent of the annual dues for a full member of NYSSPE.

ARTICLE VI - OFFICERS

SECTION 1.

Practice Division officers shall include, but are not restricted to: Chair, Vice Chair, and Secretary. The officers shall constitute the Practice Division Executive Committee.

SECTION 2.

The officers shall be elected by the membership of each Practice Division on the annual ballot in odd-numbered years and shall hold office for two years.

SECTION 3.

a. All officers are eligible for reelection but, with the exception of Secretary, may not serve more than three consecutive elected terms in their respective offices. No person may hold more than one office in any or all NYSSPE Practice Divisions at the same time. A vacancy in the office of Chair shall be filled by the Vice Chair for the remainder of the term. A vacancy in the office of Vice Chair shall be filled by the next regular election. A vacancy in the office of Secretary shall be filled by appointment by the Practice Division Executive Committee for the remainder of the term.

b. The Secretary is eligible for reelection without limitation on tenure.

c. Duties of Practice Division Officers -- Officers shall assume the duties usually performed by officers in similar positions, subject to rules which may be adopted by each Practice Division. Suggested duties appear in the APPENDIX to this document.

SECTION 4.

Nominating Procedure

a. Each Practice Division shall have a Nominating Committee which shall be chaired by the Immediate Past Practice Division Chair. If the Immediate Past Chair is unable to serve, the presiding Practice Division Chair shall appoint a Nominating Committee Chair.

b. The Nominating Committee shall report a proposed slate of officers biannually at the Fall Meeting of the Practice Division and submit same to NYSSPE Headquarters no later than December 1st of even-numbered years. Additional candidates for each office may be nominated by a written petition of [25] 10% or more Members in good standing and eligible to vote, representing at least three Chapters. Such petitions must be submitted consistent with constitutional requirements for other NYSSPE Offices. There shall be a minimum of five percent Member signatures from each of the three Chapters for each nominee. All nominees submitted shall be NYSSPE Members in good standing, and shall have paid the Voluntary Dues for the Practice Division in which they seek office.

SECTION 5.

Election of Officers. Election of Practice Division Officers shall be by ballot in odd-numbered years at the same time and manner that NYSSPE officers are elected. Members may [only vote for the officers of one Practice Division based on their primary area of employment or interest] vote for the officers of all Practice Divisions for which they pay Practice Division dues. All NYSSPE election rules and procedures shall apply to the election and declaration of duly elected candidates.

ARTICLE VII - MEETINGS

SECTION 1.

Each Practice Division shall hold at least one General Meeting each year in conjunction with the NYSSPE Annual Meeting. All General Practice Division Meetings shall be announced with NYSSPE Board Meeting notices.

At General Meetings, a quorum shall consist of not less than [four] 5% of Practice Division members two of whom must be officers. For the purpose of transacting business, decisions shall be made by simple majority vote of those members present.

Meetings of Practice Division Executive Committees may be held at any time by order of the Chairs, and shall be open to all Practice Division Members.

ARTICLE VIII - ADMINISTRATION

SECTION 1.

The routine administrative affairs of Practice Divisions shall be governed by each Practice Division's Executive Committee.

SECTION 2.

Funds necessary for conducting Practice Division business and activities shall be obtained in accordance with the NYSSPE Constitution and Bylaws and financial policies. The NYSSPE Treasurer shall be custodian of all Practice Division Escrow Funds. Each Practice Division Executive Committees shall approve expenditure of their respective funds.

Escrow Funds:

Separate Escrow Funds have been established for each Practice Division. These funds may include monies received from appropriations from the Operating Fund, Voluntary Dues income, and other income-generating activities that the Practice Divisions may undertake. Expenses incurred through special programs or activities (special mailings, travel, etc.) are charged to these funds. A Financial Summary of activity within the funds is prepared on a quarterly basis and included as part of the regular NYSSPE Financial Statements. Interest earned from any monies in Practice Division Escrow Funds is credited to the NYSSPE Operating Fund to help cover costs associated with the administration of the Escrow Funds.

Voluntary Dues:

NSPE will include a voluntary dues item for each NYSSPE Practice Division, on the NSPE Annual Membership Renewal Notice. NYSSPE must be advised of any changes in Voluntary Dues no later than July 1 for the following year. These monies are received with state dues from NSPE and are credited to the appropriate Practice Division Escrow Fund on receipt.

SECTION 3.

Minutes shall be kept of all General and Executive Committee Meetings of Practice Divisions Copies of such Minutes shall be submitted to NYSSPE Headquarters within 60 days of the close of such meetings. An Annual Report outlining each Practice Division's activities for the year, including reports of officers and committees, major objectives and proposed activities for the coming year, shall be made to the NYSSPE Board of Directors at its Annual Meeting.

SECTION 4.

All Practice Divisions shall cooperate with other NYSSPE Practice Divisions, NYSSPE Committees, Officers and Chapters to most effectively advance the interests of the entire engineering profession.

SECTION 5.

Practice Divisions may employ such persons or consultants as may be required to achieve their objectives, subject to the approval of the NYSSPE Executive Committee.

SECTION 6.

These Rules of Governance and Operation may be supplemented by adoption of Specific Practice Division Operating Procedures. Such procedures shall not be in conflict with NYSSPE policies and procedures, or with these Rules of Governance and Operation.

ARTICLE IX - REPRESENTATION

SECTION 1.

The duly elected Chairs of each Practice Division shall also serve as Vice Presidents of NYSSPE and voting members of the NYSSPE Executive Committee and Board of Directors. Practice Division Chairs or duly appointed alternates will present and discuss the Division's business at meetings of the NYSSPE Board and Executive Committee. However, only duly elected Chairs shall have the right to vote at Board and Executive Committee Meetings unless, due to unavailability of the Chair due to

health or other reasons, the associated Practice Division Board has approved the substitution of another Practice Division Officer as proxy.

SECTION 2.

Practice Division Chairs and / or Vice Chairs or their designees shall serve as NYSSPE's National Governors to the NSPE Practice Divisions' Boards of Governors Meetings and represent NYSSPE in all matters pertaining to the Practice Division.

ARTICLE X - PARLIMENTARY AUTHORITY

The rules contained in the current edition of Roberts Rules of Order (Newly Revised) shall govern Practice Divisions in all cases to which they are applicable, and in which they are not inconsistent with these Rules of Governance and Operation.

ARTICLE XI - AMENDMENTS

SECTION 1.

These Rules of Governance and Operation are intended to provide consistent guidance for all NYSSPE Practice Divisions.

SECTION 2.

Proposed amendments to these Rules of Governance and Operation shall be submitted by the proposing Practice Division to the other Practice Divisions for review and comment prior to submission to the NYSSPE Board of Directors for final approval. Such submissions to the other Practice Divisions shall be accompanied with explanation(s) for the recommended amendment(s) and a request for concurrence. Submission of proposed amendments to the NYSSPE Board of Directors shall include a synopsis of responses from all Practice Divisions

SECTION 3.

These Rules of Governance and Operation shall be automatically amended for consistency with any amendments to the NYSSPE Constitution and Bylaws or NYSSPE Policies which affect Practice Divisions without resubmission to and formal action by the NYSSPE Board of Directors.

ARTICLE XII - COMMITTEES

There shall be a Nominating Committee established in accordance with procedures set forth in these Rules. Other committees may be appointed as Practice Division Chair or Executive Committee deem necessary to conduct the affairs of the Practice Divisions.

ARTICLE XIII - CHAPTER PRACTICE SUBDIVISIONS

Chapter Practice Subdivisions may be formed at the Chapter level, either by some of the members of a Chapter or by members drawn from several neighboring Chapters, as required for effective operation. The activities of such Chapter Practice Subdivisions shall be consistent with these Rules of Governance and Operation, and the NYSSPE Constitution and Bylaws policies and procedures.

ARTICLE XIV - REVOCATION

The Board may dissolve any Practice Division upon the request of such Practice Division, or if a Practice Division fails to comply with these Rules of Governance and Operations, the Constitution and Bylaws or the policies of NYSSPE.

APPROVED BY NYSSPE BOARD OF DIRECTORS NOVEMBER 18, 1995

Amended: 2/27/2002 Executive Board under Article XI Section 3

APPENDIX

A. SUGGESTED POSITION DESCRIPTION OF THE PRACTICE DIVISION CHAIR

GENERAL:

The Practice Division Chair is the chief executive officer of the Practice Division and as such has primary responsibility for the administration and financial affairs of the Practice Division. The Chair also serves as a voting Vice President of NYSSPE representing the best interests of Practice Division members and NYSSPE through his / her individual judgment, discussions and personal understanding of issues. The Chair's basic functions involve the planning, execution, evaluation and improvement of programs that are of merit to the Practice Division and address the interests of the members of that Practice Division, based on the advice and consent of the NYSSPE Board of Directors. The Chair strives to assure that Practice Division programs not only address the needs of the membership of the Practice Division, but that they also serve NYSSPE-designated priority objectives.

DUTIES AND RESPONSIBILITIES:

Within the Practice Division:

1. Serve as the chief executive officer of the Practice Division and supervise and coordinate all business, affairs and activities of the Practice Division.
2. Preside at all Practice Division General Meetings and all Practice Division Executive Committee meetings.
3. Appoint and coordinate the work of Committees necessary for the development and functioning of the Practice Division.
4. Maintain budgetary control over the affairs of the Practice Division, insuring that programs and activities stay within the allotted budgetary amounts and monitor financial affairs to assure that the Practice Division is operated within its overall budgetary allotment as defined by the Practice Division's Escrow Fund.
5. Evaluate and continuously improve activities to insure compatibility with the Practice Division's long-range planning and with NYSSPE policy.
6. Assure that names of nominees for Practice Division Officers are submitted to NYSSPE Headquarters by December 1st in even-numbered years.

Within NYSSPE:

1. Serve as a Vice President of the NYSSPE Executive committee and Board of Directors.
2. Support and implement NYSSPE programs and policies. Report the activities of the Practice Division and present items of business from the Practice Division that require Executive Committee and, if necessary, Board of Directors approval. Insure that Practice Division programs are in accordance with NYSSPE policies and priorities.
3. In matters directly pertaining to the Practice Division, the Practice Division Chair is the advocate of the Practice Division in representing and explaining the Practice Division programs and actions, as well as positions of the Practice Division as expressed through the Practice Division Executive Committee.
4. If unable to attend an NYSSPE Executive Committee meeting or a Board of Directors meeting, the Chair may appoint another Practice Division officer to attend **in his/her place.** [Such other officer shall not have voting privileges.]
5. Submit written report for Semiannual Meetings of the NYSSPE Board of Directors.

Within NSPE:

1. The Division Chair or the Chair's designee shall serve as the New York State National Governor to the NSPE Practice Divisions' Board of Governors Meetings and represent the state in all matters pertaining to the state Practice Division.
2. If unable to attend an NSPE Board of Governors meeting, the Chair **and/or Vice Chair** must appoint a representative to attend the meeting with full voting privileges.

B. SUGGESTED POSITION DESCRIPTION OF THE PRACTICE DIVISION VICE CHAIR

GENERAL:

Performs those duties assigned by the Chair. Be prepared at any time to act in the absence or disability of the Chair. Succeed the Chair should the office be vacated other than by expiration of term of office.

DUTIES AND RESPONSIBILITIES:

1. Attend all Division Executive Committee and General Membership Meetings. Participate in the policy and decision-making process of the Practice Division Executive Committee.
2. Participate in the policy and decision-making process of the Executive Committee.
3. Serve as a member of assigned committees.
4. Report to the Division Executive Committee on Programs/Projects and committee activities, progress, needs and items that require coordination or Executive Committee action.
5. Determine seminars which would be of interest to Practice Division members and recommend topics and locations for such seminars.
6. Generally be prepared to substitute for the Practice Division Chair at his/her respective functions and meetings in the event the Chair is unable to fulfill the role. This could include NSPE Practice Division Board of Governors meetings, NYSSPE Executive Board meetings, and Practice Division general and Executive Committee meetings.

C. SUGGESTED POSITION DESCRIPTION OF THE PRACTICE DIVISION SECRETARY

GENERAL:

The individual holding the position of Practice Division Secretary is responsible for accurately recording the proceedings of the Practice Division Executive Committee and General Membership meetings. The Secretary may also be called upon to represent the Practice Division as an official representative of the Division.

DUTIES AND RESPONSIBILITIES:

1. Attend all Division Executive Committee and General Membership Meetings.
2. Participate in the policy and decision-making process of the Executive Committee.
3. Record minutes of all meetings of the Executive Committee and general meetings of the Practice Division.
4. File minutes with NYSSPE Headquarters within 60 days for distribution and archiving.
5. Serve as a member of assigned committees.
6. Be prepared to substitute for the Chair or Vice Chair at their respective functions and meetings in the event that they are unable to fulfill the role.