

CONSTITUTION
OF THE
MISSISSIPPI ENGINEERING SOCIETY

Adopted May 11, 1976

(And as Revised through May 30, 2012)

ARTICLE I: NAME

The name of this organization shall be the MISSISSIPPI ENGINEERING SOCIETY, a body incorporated under the laws of the State of Mississippi, hereinafter called the Society.

ARTICLE II: OBJECTIVES

In order to safeguard life, health, and the public welfare, as affected by the practice of engineering, the objectives of this Society shall be: To represent the body of Engineers in Mississippi; and to encourage high standards of Engineering Education in the State by creating public interest in the value of Engineering services; to strengthen and broaden the educational, professional, social, and economic interests of the Engineering Profession through mutual aid and support by attention to public relations, through legislation, and by the maintenance of the integrity and high standards of professional practice; to promote the advancement and protect the interest of the Engineer Intern; and to create and advance public recognition of the professional status of the Engineer and the value of the functions, requirements, and accomplishments of Engineering.

ARTICLE III: HEADQUARTERS

The headquarters of this Society shall be located in Jackson, Mississippi.

ARTICLE IV: MEMBERSHIP

Section 1: Membership in the Society shall be designated as Licensed Member, Member, Retired Member, Life Member or Student Member.

Section 2: All members other than Student Members shall have voting privileges in the Society except that only Licensed Members may hold the office of President and may vote on Constitutional changes and only Licensed Members may hold other elected offices.

Section 3: Licensed Member - A Licensed Member shall be defined as a person holding a valid license as a Professional Engineer, issued under the laws of any state, territory, possession or district of the United States (or a province, or territory of Canada), whose minimum requirements are at least equivalent to those of the State of Mississippi.

- a. Member - A Member shall be defined as a person of high moral character who is:
 - (1) A certified Engineer Intern; or
 - (2) A graduate engineer of an engineering program accredited by the Engineering Accreditation Commission of ABET and actively pursuing an engineering career or engaged in postgraduate engineering study.
- b. Student Member - A Student Member shall be defined as a full-time under-graduate or graduate engineering student.
- c. Retired Member - A Retired Member shall be defined as a member in good standing who has reached the age of sixty, retired from full-time employment and/or active practice of engineering and not working more than 20 hours a week and has been a member of the Society in good standing for a period of ten consecutive years immediately preceding.
- d. Life Member - A Life Member shall be defined as a Licensed Member in good standing who has reached the age of sixty-five and retired from full-time practice of engineering and not working more than 20 hours a week who has been a member of the Society in good standing for a period of thirty consecutive years immediately preceding.

Section 4: A Member shall advance to the Licensed Member grade as soon as eligible by licensure.

Section 5: Should the licensure of any Licensed Member lapse or be revoked for any reason, said person shall automatically cease to be a member of the Society.

Section 6: All members, other than Student Member, whose dues are currently paid shall be eligible to vote in the Society. If the dues of any member remain unpaid three months after due date, said member shall be dropped from the rolls of the Society as a member and his name shall be removed from the mailing list of the Society to receive all notices and publications issued by the Society. Readmission will be in accordance with the By-Laws.

Section 7: A member may be expelled, suspended, or censured by the Society, for cause, as provided in the By-Laws.

Section 8: Each applicant for membership shall receive either a written notice of acceptance of his application or a written notice of rejection, for cause, following the action of the Board upon his application.

Section 9: A nonresident member shall be a member who does not reside in Mississippi.

Section 10: Each resident member of the Society shall also be a member of the Chapter for the area in which he or she lives as provided by the By-Laws.

ARTICLE V: OFFICERS

Section 1: The officers of the Society shall consist of a President, a President-Elect, a Past President, a Secretary-Treasurer, a Secretary-Treasurer Elect, Regional Directors as allotted by NSPE and three Regional Vice Presidents. When the Society has two or more Regional Directors the President shall serve as one of the Regional Directors. The terms of office shall be as follows: President, President-Elect, Past President, Secretary-Treasurer, and Secretary-Treasurer Elect: one year; elected Regional Directors: two years, and Regional Vice Presidents: three years. Only elected Regional Directors may succeed themselves. After four years of consecutive service, the elected Regional Director may not hold office again until at least one full term has been served by another member of the Society.

Section 2: The Board of Directors, hereinafter called the Board, shall be composed of the officers of the Society, the Chairmen of the Practice Divisions, and the State Society Directors from the active chapters.

Section 3: In the absence of the President, the President-Elect shall serve in his or her place. In the absence of the Secretary-Treasurer, the Secretary-Treasurer Elect shall serve in his or her place. If for any reason either officer is unable to complete his term of office, the officer-elect shall complete the unexpired term and then serve the full administrative year following. When a vacancy for any reason occurs in any of the other elected offices, the vacancy shall be filled by an appointment of the Board. The appointee shall serve the unexpired term of that office.

Section 4: Election of all officers of the Society shall be by letter ballot. A majority of votes cast shall be necessary to elect any officer. The regular annual election of officers will be prior to the annual meeting but not later than January 15. Rules governing the conduct of regular or special elections by letter ballot will be as provided by the By-Laws.

Section 5: The administrative year shall be the basis for determining the term of office of members of the Board. The Administrative year shall be from the close of the summer meeting of the Society to the close of the next summer meeting. All newly elected members of the Board shall take office at the close of the summer meeting following their election.

ARTICLE VI: ADMINISTRATION

Section 1: The President shall be the Executive Officer of the Society. He or she shall preside at the meetings of the Society and of the Board and shall be ex-officio member of all committees.

Section 2: The Board shall be the governing body of the Society and shall manage the affairs of the Society, take measures to advance the interest of the Society, and generally direct its business. Forty (40) percent of the members of the Board shall constitute a quorum. All actions of the Board may be subject to review by the membership. If a quorum is lacking at any Board Meeting, the Board may be canvassed by letter ballot or electronic mail and a majority of the votes cast shall prevail.

Section 3: The Secretary-Treasurer shall be the Secretary of the Board. He or she shall handle the finances of the Society and give surety for the protection of the funds and securities of the Society in such amount as the Board shall determine. The premium thereon shall be paid out of funds of the Society. He shall make an annual written report and such other reports as may be prescribed by the Board. He shall perform all other duties which may from time to time be assigned to him by the Board.

ARTICLE VII: MEETINGS

The annual meeting of the Society shall be held during the months of January, February, or March. A summer meeting of the Society shall be held during the month of July or August at such times and places as may be selected by the Board. Special meetings of the Society may be called at the discretion of the Board. Ten percent (10%) of the resident membership qualified to vote shall constitute a quorum at all regular and special meetings. Notice of all regular and special meetings shall be sent each member by the Secretary at least thirty days prior to date of a regular meeting and ten days prior to the date of a special meeting. Meetings of the Board may be called at the discretion of the President or a majority of its membership and shall not be less frequent than once each quarter.

ARTICLE VIII: MEMBERSHIP DUES

Section 1: The annual dues shall be as set by the National Society of Professional Engineers for the national dues, plus additional dues and assessments as set forth in the Mississippi Engineering Society By-Laws.

Section 2: When a Member meets the qualifications of a Licensed Member, he shall not be required to pay any additional current dues, but shall be required to pay the annual dues of his membership grade for the succeeding years.

Section 3: A Licensed Member shall become eligible for life member status with waiver of dues if the person has been a member above the student grade for a period of 40 years, or if the member has retired from full-time employment and is not working more than 20 hours a week, and is at least 60 years of age and has been a member for a continuous period of 30 years.

Section 4: A member in good standing shall become eligible for retired member status if the member has retired from full-time employment and is working no more than 20 hours per week, and is at least sixty years of age and has been a member in good standing for ten years immediately preceding. One-half dues shall be paid annually until Life Membership requirements are met. Application for Retired Membership may be made personally or by the members' chapter.

Section 5: Dues are for a period of 12 consecutive calendar months, and shall become due on the member's anniversary date.

Section 6: The Secretary-Treasurer of the Society shall receive dues payments on behalf of the Society and he shall deposit these payments, crediting individual members' accounts accordingly.

ARTICLE IX: AFFILIATION WITH OTHER ORGANIZATIONS

This Society may affiliate with other organizations provided, however, that each proposal to affiliate obtains approval under the same procedure as is prescribed in Article XXI of this Constitution; and provided further, that each proposal to so affiliate shall concern only one organization other than this Society.

ARTICLE X: NATIONAL SOCIETY OF PROFESSIONAL ENGINEERS

This Society shall in all ways be a member State Society of the National Society of Professional Engineers and shall comply with the Constitution and By-Laws, and the Code of Ethics of the National Society of Professional Engineers. All Licensed Members, Retired Members, Life Members and Student Members of this Society shall automatically be entitled to and shall receive corresponding grades of membership in the National Society of Professional Engineers and shall receive all benefits to which they are entitled. The Society shall make such membership reports to and pay such dues as required by the National Society of Professional Engineers.

ARTICLE XI: CHAPTERS

Section 1: The membership of the Society may be organized into Chapters. The Board may authorize and charter one Chapter in any county or group of contiguous counties of the State, provided evidence is given that there is a sufficient number of members residing the each area. Each Chapter thus formed shall have a minimum of ten voting members. All voting members of each Chapter shall be members of the Society and National Society of Professional Engineers.

Section 2: The Board shall have authority to make rules and regulations for chartering, fixing Chapter boundaries, combining or dissolving Chapters.

Section 3: Each Chapter chartered by the Society shall adopt such By-Laws for its operation as it may deem proper; provided, however, that nothing contained therein shall conflict with or contravene the Constitution and By-Laws of the Society. Chapter constitution, by-laws, or amendments thereof, shall be subject to prior approval by the Board of Directors of the Society.

Section 4: Chapters shall engage only in such activities as are consistent with professional ideals and ethics. Such activities shall be restricted to the county or counties for which the Chapter is chartered, except as the Board may in other respects authorize.

Section 5: In all matters of local concern not covered by this Constitution and By-Laws, Chapters shall retain full autonomy, shall not in any way obligate the Society, but may call upon the Society for advice, counsel, and assistance.

Section 6: Each Chapter shall be represented on the Board by one director for each one hundred members or fraction thereof.

Section 7: The fiscal year of the Chapters shall coincide with the fiscal year of the Society.

Section 8: Other rules governing the operation of the Chapters will be in accordance with the By-Laws.

ARTICLE XII: STUDENT CHAPTERS

The Board may authorize and charter Student Chapters at senior colleges and other colleges as provided for in the By-Laws.

ARTICLE XIII: PRACTICE DIVISIONS

Section 1: The Board may authorize the establishment of practice Divisions comprising members having common professional problems and interest to operate under the Constitution and By-Laws of the Society. The Board shall define the scope of activities and sphere of interest of such Divisions and shall adopt such rules and regulations governing their activities as may be necessary for their proper operation.

Section 2: The Board may dissolve any Practice Division upon the request of that Division, or if a Practice Division fails to comply with the Constitution and By-Laws or the policies of the Society.

ARTICLE XIV: REGIONS

The State shall be divided along Chapter boundaries to form three consecutively numbered or named Regions as provided in the By-Laws.

ARTICLE XV: GOOD STANDING

Section 1: Rules and conditions of good standing shall be as provided in the By-Laws.

Section 2: Members must be in good standing to vote or hold elective office in the Society.

ARTICLE XVI: OBLIGATIONS AND PRIVILEGES

Section 1: All members of the Society shall have the right to vote in the Chapters of which they are members and to serve on Society or Chapter committees. All members of the Society shall be allowed to display the insignia of the Society as authorized.

Section 2: Only Licensed Members may hold the office of President. Only Licensed Members may serve as officers of the Society or as members of the Board of Directors of the Society, or as officers of any Chapter except that Members may hold Chapter offices of President, President-Elect, Secretary or Treasurer or Secretary-Treasurer.

ARTICLE XVII: NOMINATION OF OFFICERS

Section 1: The Nominating Committee shall consist of the three (3) immediate resident Past Presidents and one member from each Chapter, to be selected as provided in the By-Laws.

Section 2: Two nominations shall be made for each elective office to be filled and no member of the Nominating Committee except Past Presidents shall be eligible for nomination by the committee. In the event that no more than one qualified nomination is received for any state office, the Nominating Committee may present a slate nominating a single person for that office.

Section 3: Additional nominations may be made by petition as provided in the By-Laws.

ARTICLE XVIII: COMMITTEES

The president shall appoint special and standing committees as provided in the By-Laws.

ARTICLE XIX: RESOLUTIONS AND PETITIONS

Resolutions and petitions may be presented to the Board by members in good standing as provided in the By-Laws.

ARTICLE XX: EFFECTIVE DATE

The Constitution shall become effective immediately upon approval and after its adoption. Any corresponding enactments previously existing are hereby repealed.

ARTICLE XXI: AMENDMENTS

Section 1: This Constitution may be amended by letter ballot after approval by a majority vote of the Board of Directors and a full discussion in a regular meeting of the Society. The letter ballot shall be submitted to the Society's Licensed Members at least four weeks prior to the date set for the closing of the ballot. A two-thirds affirmative vote, with not less than twenty percent of the Licensed membership voting, shall be required to amend this constitution or any part thereof.

Section 2: When a proposed amendment is presented to the Board in writing and signed by ten percent (10%) of the Licensed membership in good standing, approval of the Board shall be unnecessary before submission to the Society, in accordance with Section 1 of this Article.

Section 3: The Board shall prepare and adopt a series of By-Laws, which shall govern all procedures under this Constitution, including those of the Board and of the committees. Such By-Laws shall be adopted and may be amended by a concurring vote of not less than two-thirds of the entire membership of the Board, provided that the text of the proposed By-Laws or Amendments shall be in the hands of each member of the Board at least thirty days before the meeting at which a vote on the proposed By-Laws or Amendments is to be taken.

BY-LAWS

of the

MISSISSIPPI ENGINEERING SOCIETY

Adopted May 11, 1976

(And as Revised through September 29, 2004)

BY-LAW I - MEMBERSHIP

Section 1: All members of the Chapters eligible for State Society and National membership shall be members of the State and National Societies.

Section 2: Any person becoming a member of the Society shall agree to abide by the Constitution and By-Laws of the Society and the Code of Ethics of the National Society of Professional Engineers.

Section 3: Any member may be expelled, suspended for a stated period of time, or censured for cause by a two-thirds vote of the board members present and voting at any Board meeting. Violation of the Society Constitution and By-Laws, Code of Ethics, or conviction of a felony shall be considered as just cause.

Section 4: Any applicant or member who has been refused membership or suspended, expelled or censured shall have the right of appeal to the Board.

Section 5: In hearing appeals, the Board may admit oral or written evidence which most fairly presents the facts. Prior to all hearings, the Board shall exhaust efforts at conciliation and compromise.

BY-LAW II - DUTIES OF OFFICERS

Section 1: PRESIDENT

- a. The President shall:
 - (1) Perform duties contained in Section 1, Article VI of the Constitution.
 - (2) Conduct the business of the Society under the direction of the Board.
 - (3) Shall appoint chairmen of committees, not assigned to other officers.
 - (4) Assume responsibility and supervision of Awards and Nominating Committees.
 - (5) Supervise the work of the Executive Director.
 - (6) Act on behalf of the Society on issues where a previous Board position or policy has been established. If no previous Board position or policy has been established and immediate action is required, can act with approval of a majority of the Executive Committee.
- b. The President may assign supervision and operational responsibility for certain committees to the President-Elect, Past President, Vice Presidents, or to a Chapter President, State Director or Regional Director.

Section 2: PRESIDENT-ELECT. The President-Elect shall:

- a. Serve in the absence of the President.
- b. Familiarize himself with the operation of the Society.
- c. Succeed to the office of President for the next administrative year.
- d. Appoint chairmen of committees assigned to him by the President.
- e. Supervise assigned committees by:
 - (1) Reviewing and assisting in the preparation of committee reports.
 - (2) Acting as liaison between the committees and the Board.
 - (3) Presiding over the meeting of the Board and other meetings when assigned committee reports are being presented.
 - (4) Coordinating and expediting effective action on the part of each committee.
- f. Perform other duties assigned by the President.

Section 3: VICE PRESIDENTS. Regional Vice Presidents shall be identified by the number of the region they represent; they shall continue to hold office and represent their region for the duration of their term even though they may move to another region of the state. Vice Presidents shall:

- a. Coordinate and supervise the overall activity of the Chapters within their region by:
 - (1) Reviewing and assisting in the operations of the Chapters activities.
 - (2) Serving as a liaison between the Board and the Chapters.
 - (3) Providing general assistance to the Chapters.
- b. With the Directors from the Chapters within his region assist the President in the organization and operation of effective legislative and membership committees.
- c. Appoint Chairmen of committees assigned to him by the President.
- d. Supervise assigned committees by:
 - (1) Reviewing and assisting in the preparation of committee reports.
 - (2) Serving as a liaison between the Board and the committee.
 - (3) Preside over meetings of the Board and other meetings when assigned committee reports are being presented.
 - (4) Coordinating and expediting effective action on the part of each committee.
- e. Serve in the absence of Regional Directors in order of seniority on Board.
- f. Perform other duties assigned by the President.

Section 4: SECRETARY-TREASURER. The Secretary-Treasurer shall:

- a. Keep accurate records of the proceedings of the Society, the Board, and Executive Committee.
- b. Inform the President and Board from time to time of duties to be performed.
- c. Maintain a complete set of books showing receipts and disbursements of the Society and the account of each member.
- d. Receive all money due the Society and deposit same in the name of the Society in such depository as may be selected by the Board.
- e. Pay all bills against the Society by drawing checks on the Society depository.
- f. Submit a complete written report on the year's business of the Society at each meeting of the Society.
- g. Assure State Society compliance with current administrative and mechanical requirements of National Society of Professional Engineers' dues collection procedure as long as the State Society avails itself of this service.
- h. Perform other duties assigned by the President.

Section 5: SECRETARY-TREASURER ELECT. The Secretary-Treasurer Elect shall:

- a. Assist the Secretary-Treasurer in performing his duties.
- b. Perform duties assigned by the President and Secretary-Treasurer.
- c. Serve as Chairman of the Audit Committee.
- d. Serve in the absence of the Secretary-Treasurer.
- e. Succeed to the office of Secretary-Treasurer for the next administrative year.

Section 6: REGIONAL DIRECTORS. The Regional Director shall be the official representative of the Society at all Southeast Area Regional meetings and special assignments as required by the National Society of Professional Engineers.

BY-LAW III - BOARD OF DIRECTORS

Section 1: The Board of Directors shall:

- a. Serve as the finance committee and approve the annual budget of the Society.
- b. Require the accounts of the Secretary-Treasurer to be audited not less than once a year.
- c. Hear, consider, and decide all questions brought before it affecting the rights, the standing, and the conduct of members, including those of an ethical nature. Members may be expelled, suspended, or censured, for cause, by a two-thirds affirmative vote of the members present and voting.
- d. Be empowered to create a reserve fund and invest such funds by a majority vote of the full membership of the Board.
- e. Appoint sponsors at each institution having an authorized Student Chapter.
- f. Enforce the Constitution and By-Laws of the Society. No By-Laws shall be adopted which are in conflict with the Constitution.
- g. Be empowered to employ an Executive Director and other employees as it deems necessary to carry on the business of the Society and to promote its interest and to develop the personnel policies for such employees.
- h. Select a bank to serve as depository for the funds of the Society and authorize such persons as necessary and expedient to sign or countersign checks for the withdrawal of funds.

BY-LAW IV - COMMITTEES

Section 1: DIVISION OF COMMITTEES. Committees of the Society shall be:

- a. Executive Committee.
- b. Standing Committees.
- c. Special Committees.

Section 2: EXECUTIVE COMMITTEE. The Executive Committee shall consist of the President, President-Elect, Secretary-Treasurer, Secretary-Treasurer Elect, Immediate Past President, Regional Director and three Vice Presidents. The President shall be Chairman of the Executive Committee. The Executive Committee shall have the following authority and responsibility:

- a. Meet at the call of the President. A majority of the members of the Executive Committee shall constitute a quorum. An affirmative vote by a majority of the members of the Executive Committee present at any regular or special meeting shall be required to pass any motion.
- b. Advise and assist the President in carrying out the policy of the Board.
- c. Have the authority to act for the Board within the limitations herein specified, except that the Executive Committee shall not act upon the expulsion or discipline of any member or the amendment of these By-Laws.
- d. Serve as the long-range planning committee of the Society.
- e. Keep a record of its actions and report same at the next meeting of the Board thereafter.
- f. Have such additional responsibility and authority as may be specifically empowered by the Board.
- g. Take such actions as may be necessary on urgent business of the Society between meetings of the Board.
- h. On matters which affect Society policy or which do not require immediate action, the Committee shall make recommendations to the Board of Directors of the Society at its next meeting. In this case, it shall act as a Steering Committee.
- i. On matters which do not affect Society policy, and which require immediate action, the Executive Committee shall take action in behalf of the Mississippi Engineering Society.
- j. Review the payment of all expenses and obligations of the budget established and approved by the Board of Directors.
- k. Determine whether a proposed chapter resolution is local or broad; and, if it is determined to be local, approve or disapprove the resolution. If the resolution is determined to be broad, it shall await action by the full Board of Directors at its next meeting.
- l. Any actions taken by the Executive Committee shall be subject to later approval by the Board of Directors.

Section 3: APPOINTMENT - TERM OF OFFICE - STANDING AND SPECIAL COMMITTEES.

The President may assign supervisory and operational responsibility of committees to the President-Elect and Vice Presidents for the committees listed in Section 5 of this By-Law. The chairman of the committees will appoint the members of their committees. Each committee shall consist of at least three (3) members including the chairman. The number of members of each committee shall be determined by the President except those specified in the Constitution and By-Laws. Each committee member will be appointed for one year, but may be reappointed from year to year.

Section 4: GENERAL FUNCTIONS AND DUTIES OF STANDING AND SPECIAL COMMITTEES. Each committee should:

- a. Familiarize itself with, and keep abreast of, developments in its particular field of responsibility.
- b. Develop and recommend Society policy and procedure with respect to its particular field of responsibility.
- c. Interpret questions arising in connection with established policy and procedure.
- d. Take such actions as the Board of Directors may direct with respect to approved policy and procedures, or in connection with the specific studies and investigations requested by the President and/or the Board of Directors.
- e. Make timely and appropriate recommendations to the Board as to funds needed to execute plans approved by the Board of Directors.
- f. Make progress reports, through the appropriate appointing officer, to the Board of Directors, outlining the work done by the committee up to that time and reporting all communications and resolutions referred to it.
- g. Assume responsibility for any matter properly referred to it although it may overlap another committee's field of responsibility. Advise and cooperate with other committees in carrying out these overlapping responsibilities.
- h. Keep the Executive Director informed of the times and places of all committee meetings and matters to be discussed.

Section 5: STANDING COMMITTEES. The following committees shall be Standing Committees:

- a. CONSTITUTION AND BY-LAWS. The duties of the Constitution and By-Laws Committee shall include:
 - (1) To maintain a continuing study of the Constitution and By-Laws and the application of their provisions.
 - (2) To study carefully suggestions for revisions and submit recommendations to the Board of Directors.
 - (3) To serve in an advisory capacity to the officers, committees, and the Executive Director in interpreting the provisions of the Constitution and By-Laws.
 - (4) To advise the Board on the constitutionality of Chapter Constitutions and By-Laws and proposed amendments thereto.

- b. AUDIT COMMITTEE. The duties of the Audit Committee shall be to examine, audit, and report at the annual meeting of the Society, and at such other times as may prove necessary, the accounts and assets of the Society. The Chairman of the Audit Committee shall be the Secretary-Treasurer Elect.

- c. NOMINATING COMMITTEE. The Nominating Committee shall consist of three (3) immediate resident Past Presidents of the Society and one member from each Chapter. The chairman of the Nominating Committee shall be the junior resident Past President of the Society. The chairman shall request each Chapter to select one of its members to serve on the committee. In the event a Chapter does not designate a member to serve on the committee, the chairman may select a member from that Chapter to serve. The Chapter President may not serve on this committee.
 - (1) The Nominating Committee shall select a slate of two persons for each State office to be filled at the next election. The committee shall determine that all nominees are willing and able to serve if elected. In the event that no more than one qualified nomination is received for any state office, the Nominating Committee may present a slate nominating a single person for that office. The slate will be presented to the Board of Directors not later than October 1.
 - (2) As required, the Nominating Committee shall develop a slate of recommended nominees for the Mississippi Board of Licensure for Professional Engineers and Surveyors.

- d. ETHICS AND PRACTICES. The duties of the Ethics and Practices Committee shall include:
 - (1) To receive written reports of alleged violations of the National Society of Professional Engineers' Code of Ethics by members of the State Society or National Society members, take into account these allegations and make specific recommendations to the MES Board of Directors on all such allegations as may be brought to the Ethics and Practices Committee's attention by the Board or otherwise.
 - (2) If, after taking into account the information received as a written report of an alleged violation of the National Society of Professional Engineers' Code of Ethics by members of the State Society or National Society members and receiving the recommendations of the Ethics and Practices Committee, the MES Board of Directors determines that a formal hearing is required, the MES Board of Directors should:
 - (a) Provide the Ethics and Practices Committee with administrative and logistical detail needs. Investigation personnel shall consist of Ethics and Practices Committee members appointed by the Chair, Ethics and Practices Committee.
 - (b) Notice of Hearing - Advance notice of two weeks by registered letter from the Ethics and Practices Committee Chair shall be given the accused. The notice shall contain a full description of the complaint or charge against the accused, the time and place at which the formal hearing will be held.
 - (c) Provide the Ethics and Practices Committee an attorney that will additionally represent the MES Board of Directors.
 - (d) The Hearing - The Hearing shall be held by the Ethics and Practices Committee, the Chair presiding, which will conduct the hearing. Due process will be given to all parties. Both the accuser and the accused will be allowed to bring an attorney for representation, questions and responses as allowed by the committee Chair.
 - (e) After such a hearing by the Ethics and Practices Committee, or upon the failure or refusal of the accused to appear for a hearing, the Ethics and Practices Committee shall submit a full and final report along with recommendations concerning the matter to the Board of Directors who shall be responsible for determining any further action in the matter.
 - (f) Upon receipt of a written allegation against a member, and after the setting of a hearing on said complaint or allegation by the Ethics and Practices Committee, the Ethics and Practices Committee shall proceed with the hearing on behalf of the Society - even if the original complaint shall have been withdrawn - provided the Ethics and Practices Committee shall have first

obtained the Board's authorization to proceed.

- (3) To receive reports of alleged violations of Mississippi Statutes governing the practice of engineering by members and non-members of the Society and to refer such reports, without recommendation, to the State Board of Licensure for Professional Engineers and Surveyors, after such action has been approved by the Board of Directors.
 - (4) The members of the Ethics and Practices Committee shall consist of five members, occupying Post 1, Post 2, Post 3, Post 4, and Post 5 respectively. Each member shall serve five years except that the initial membership for Post 1 is one year; Post 2, two years; Post 3, three years; Post 4, four years; Post 5, five years; so as to provide a committee of staggered terms.
 - (5) The senior member of the committee shall serve as chairman during his last year on the committee.
- e. **AWARDS.** The duties of the Awards Committee shall include:
- (1) To announce and publicize the awards offered annually by the Society and the NSPE and to solicit nominations from the members and the Chapters for recipients of those awards.
 - (2) To select, under rules established by the committee and approved by the Board of Directors, the recipient of each MES award and nominees for NSPE awards.
 - (3) To advise the Board of Directors concerning the establishing and administration of the awards program.
 - (4) The membership of the Awards Committee shall be appointed each year by the President of MES, with the committee consisting of not less than five (5) members in good standing, not over two of whom shall be members of the Board of Directors and at least three of whom shall be long-time members of MES (ten years or more).
- f. **MEMBERSHIP.** The duties of the Membership Committee shall include:
- (1) To develop and execute programs of work so as to attract new members into the Society.
 - (2) To develop and execute programs of work designed to retain existing members.
 - (3) To develop and execute programs of work designed to retrieve former member of the Society.
 - (4) To consider and act on all applications for membership of the Society, including the screening of applications for all applicants and for reviewing such other applications as may be referred to it by the Board.
 - (5) To furnish each applicant for membership a copy of the NSPE Code of Ethics, and the applicant shall certify that he will adhere to this Code.
 - (6) To make a written recommendation to the Board concerning those applications which may be directed to it.
 - (7) To perform such other functions related to membership recruitment and retention as may be directed by the President and/or Board.
- g. **MEETINGS.** The Meetings Committee shall be composed of five members, one of which shall be the Chairman. The President shall appoint all members. The chairman shall be appointed for a term of one year and may be reappointed from year to year at the discretion of the President. The other four members shall be appointed as follows: one member for a term of one year; one member for a term of two years; one member for a term of three years; one member for a term of four years. The President may fill any vacancy by appointment, such appointee to serve the remainder of the term to which appointed. Notwithstanding any of the above, the President may appoint an existing member of the committee as Chairman for the year and appoint another member so that the total may not exceed five members. The President, Membership Committee Chairman and Public Relations Committee Chairman are to be ex-officio members of this committee.
- The duties of the Meetings Committee shall include:
- (1) To serve as a policy planning and steering committee for the semiannual meetings of the Society and other such meetings as deemed appropriate.
 - (2) To recommend basic themes and programs, including principal speakers.
 - (3) To recommend locations to include city and hotel.
 - (4) To recommend a proposed budget.
 - (5) To establish sub-committees and provide assistance and guidance to the host chapter, as needed.
 - (6) To report at the quarterly Board of Directors meetings.
- h. **PLANNING AND ORGANIZATIONAL DEVELOPMENT COMMITTEE.** The duties of the Planning and Organizational Development Committee which shall report to the MES Executive Committee shall include the following:
- (1) Conduct periodic assessment of MES programs and organizations and the present and likely future environments in which MES operates.

- (2) Identify programs and organizational alignment applicable to likely future environments.
- (3) Develop strategic policies and procedures for attaining desired programs and organizations ends.
- (4) Prepare for Executive Committee considerations a family of MES strategic, tactical and operational plans reflecting MES mission, goals, objectives and current operating programs.
- (5) Serve as a catalyst for new programs and organizational initiatives for MES.

Section 6: SPECIAL COMMITTEES. Special Committees may be appointed by the President as required. These committees shall meet at the earliest possible date after appointment, analyze their assignments, and report promptly to the Board of Directors in accordance with the instructions of the President. The life of the special committees, unless discharged by the President, shall extend until its final report is submitted to the Board of Directors even though this may extend through all or parts of more than one administrative year.

BY-LAW V - DUES AND ASSESSMENTS

Section 1: ANNUAL DUES. Members shall be furnished an annual statement of their National, State and local Chapter dues. The statement shall include Practice Division dues.

a. Annual state dues shall be as follows:

<u>Membership Grade</u>	<u>2006 and thereafter Regular State Dues***</u>
Licensed Member	
Resident	\$87.00
Non-Resident	\$87.00*
Member	
Resident	\$87.00
Non-Resident	\$87.00*
Student Member	\$ 8.00
Retired Member	\$46.50**
Life Member	\$ 0.00**

* Provided National dues are paid through another State Society.

** As provided in Article VIII of the Constitution.

*** Includes \$10.00 Practice Division dues to be distributed quarterly to each division.

b. No local Chapter dues are required during the first year, or portion thereof, of membership.

Section 2: DUES FOR NEW MEMBERS.

First-Time Licensed/Non-Licensed Members	\$220.00
First-Time Members within five years of graduation	\$110.00
Students	\$ 20.00

NOTE: Amounts include both NSPE and MES dues.

Section 3: REINSTATED MEMBERS. A former member who has been dropped from the rolls of the Society for nonpayment of dues, or a member who has resigned in good standing, may be reinstated upon payment of current dues.

In cases of reinstatement, a new starting date for the purpose of determining continuous membership for Life Membership or dues waiver for disability will be established. The new starting date is the day and year in which his membership is reinstated.

In order to retain his initial starting date for determining continuous membership or disability waiver, a member must pay all dues owed since being dropped or resigning.

Section 4: ASSESSMENTS. The Board may vote not more than five dollars (\$5.00) per member per year for any cause without the approval of the membership by letter ballot.

The notice of the Board meeting shall announce any assessment to be considered. Two-thirds of the total membership of the Board must vote in favor of the assessment.

Section 5: WAIVER OF DUES. After ten years of continuous membership, an application for waiver of dues because of disability of a total and permanent nature may be made by the member in writing. Such application shall be subject to approval of the local Chapter and the Board of Directors and final approval of the Executive Committee of the NSPE where applicable.

Section 6: METHOD OF PAYMENT. Payment of dues by members shall be in accordance with the requirements of centralized, computerized billing service of the National Society of Professional Engineers.

BY-LAW VI - CHAPTERS

Section 1: A Chapter shall hold at least four meetings per year. A copy of all meeting notices and minutes of each meeting shall be submitted promptly to Society Headquarters.

Section 2: Each Chapter shall elect a President, a President-Elect, a Secretary-Treasurer, a member or members of the MES Board of Directors and necessary members of the Chapter Board of Directors to perform the functions of the Chapter. All officers of the Chapter shall be elected for one year but may succeed themselves. Election to any of the first three offices does not preclude election also to the MES Board.

Section 3: Chapter administration and fiscal years shall coincide with those of the Society.

Section 4: It shall be the duty of each Chapter to transmit promptly to the MES headquarters, the names and addresses of newly elected officers, names of deceased members, and notices of all meetings and elections.

Section 5: For record purposes, a member shall be assigned to the Chapter area in which he resides. He may obtain a transfer to another Chapter of request to the Secretary-Treasurer of the Society.

Section 6: A member may be a member of more than one Chapter if he so desires.

Section 7: A nonresident may be a member of a Chapter of the member's choice but need not be a member of a local Chapter.

BY-LAW VII - STUDENT CHAPTERS

PART I - SENIOR COLLEGES

Section 1: The Board may authorize and charter Student Chapters at institutions which have at least one curriculum accredited by the Accreditation Board for Engineering and Technology. Each Chapter thus formed shall have a minimum of twenty-five members. All members in each Chapter must be resident in a department granting an engineering degree at the respective institution.

Section 2: Each Chapter shall be under the guidance of a Board of Sponsors, including at least three faculty members who are members of the Society and at least one non-faculty member of the Society. The sponsors shall be appointed by the Board of Directors.

Section 3: Any Student Chapter may be terminated by the Board of Directors for reasons deemed sufficient for such action.

PART II - OTHER COLLEGES

Section 1: The Board may authorize and charter Student Chapters at other colleges having a pre-engineering curriculum and accredited by the Southern Association of Colleges. Each Chapter thus formed shall have a minimum of twenty members. All members in each Chapter shall be enrolled in a pre-engineering curriculum and

expect to pursue their engineering studies in a department of a senior college granting an engineering degree.

Section 2: Each Chapter shall be under the guidance of a Board of Sponsors composed of three members of the Mississippi Engineering Society who reside in the vicinity of the college. The sponsors shall be appointed by the Board of Directors.

Section 3: Any Student Chapter may be terminated by the Board of Directors for reasons deemed sufficient for such action.

BY-LAW VIII - PRACTICE DIVISIONS

Section 1: The activities of Practice Divisions shall be so conducted as to provide effective forums for discussion and united action on the part of their members for enhancement and betterment of professional recognition and status, conditions of employment, and other matters of mutual welfare.

Section 2: Participation in any State level Practice Division(s) shall be open only to members of the Mississippi Engineering Society having professional problems and interest in common with the Division.

Section 3: The officers of each Practice Division shall consist of a Chairman, Chairman-Elect, and a Secretary and Treasurer, or Secretary-Treasurer, and necessary Directors to perform the functions of the Division.

Section 4: Officers shall assume the duties usually performed by officers in the same positions, subject to rules which may be adopted by the Division and approved by the Board of Directors of the Society.

Section 5: The officers and the immediately available Past Chairman of the Division shall constitute the Division Executive Committee. The Division Executive Committee shall maintain contact with similar Practice Divisions at the National and Mississippi Society Chapter levels. It shall conduct the business and activities of the Division during the times between general meetings and shall make the arrangements for the general meetings.

Section 6: Each Practice Division shall hold at least one general meeting each year at the time and place of the annual meeting of the Mississippi Society. The Division Executive Committee may hold meetings in addition to the annual meeting. Meetings of the Division Executive Committee shall be open to the Division participants.

Section 7: When considered necessary for promoting or forwarding its special objectives, any Practice Division may establish a fund for that purpose. The method of securing such funds shall be approved by the Board of Directors of the Society. The Secretary-Treasurer of the Practice Division shall be custodian of such funds. If the Division wishes, the Secretary-Treasurer of the Mississippi Society shall serve as custodian of such funds. In any case, expenditures of such funds shall be subject to the approval of the Practice Division Executive Committee.

Section 8: Minutes shall be kept of all meetings of the Practice Divisions and of their Division Executive Committee, and copies thereof shall be filed in the office of the Mississippi Society as soon as possible after the close of such meetings. An annual report outlining the Division's activities for the year, including financial statement, officers, etc., shall be made to the Board.

Section 9: The Chairman of each Practice Division shall be a member of the Board of Directors of the Mississippi Society.

Section 10: All proposed programs, as well as activities to formulate or to implement existing Society policy, all public statements, recommended policy action, or any action affecting the Practice Divisions or Chapters of the Society, shall be submitted for the approval of the Board of Directors.

Section 11: The Board of Directors shall either adopt without major modification, reject, or return for further consideration, any recommended policy or statement submitted by a Practice Division.

Section 12: The Board of Directors may dissolve any Practice Divisions upon request of that Division, or if it fails to comply with the Constitution and By-Laws or the policies of the Board.

BY-LAW IX - REGIONS

Section 1: The State shall be divided into three (3) geographical regions. Each region shall include all of the counties covered by the Chapters named herein.

- a. The Central Region (#1) shall be comprised of the following Chapters: Vicksburg (#2), Jackson (#5), and Meridian Area (#9).
- b. The Southern Region (#2) shall be comprised of the following Chapters: Southeast Area (#3), Gulf Coast (#4), Bogue Chitto (#7), and Natchez (#11).
- c. The Northern Region (#3) shall be comprised of the following Chapters: Delta (#1), Tombigbee (#6), Northeast Area (#8), Northwest (#10), and North Central Area (#12).
- d. Attached map, identified as Exhibit No. 1, is hereby made a part of these By-Laws for purposes of definition of Chapter area boundaries.
- e. New Chapters, properly organized, shall be delineated and recognized by adoption of a revised map depicting approved changes in boundary and/or Chapter area delineation.

BY-LAW X - GOOD STANDING

Section 1: A member that is not delinquent in dues shall be considered in good standing.

Section 2: Dues are for a period of 12 consecutive calendar months and shall become due on the member's anniversary date.

Section 3: A member of any Member State Society of the National Society who has paid the current year's State and National dues and assessments will be considered to be in good standing for the balance of that year upon transfer to the Mississippi Society.

National members-at-large who have paid the current year's national dues will be considered in good standing upon their transfer to the Mississippi Society after payment of the remaining portions of the State dues and assessments.

BY-LAW XI - LETTER BALLOTS

Section 1: Letter ballots shall be returned in envelope legibly endorsed by the member on the outside of the envelope. Prior to opening and counting the Secretary-Treasurer shall separate these ballots from the members who are delinquent on the deadline date for receipt of the ballot. All ballots, including disqualified ballots, shall be submitted unopened to the Tellers Committee. The disqualified ballots will not be counted in the election.

Section 2: The President shall select three members of the Society to act as tellers to count the votes of any balloting of the Society and report the results to the Secretary-Treasurer of the Society.

BY-LAW XII - ELECTIONS

Section 1: Election of officers shall be by letter ballot sent to the members of the Society not later than November 15 and returned postmarked not later than thirty (30) days following the distribution of the ballots.

Section 2: The schedule for events pertinent to election is as follows:

<u>Item</u>	<u>Action By</u>	<u>Action Prior To</u>
Staffing of Nominating Committee	Chairman, Nominating Committee	July 1
Listing of Nominees Furnished Board	" " "	October 1
Listing of Nominees Furnished Membership	Secretary-Treasurer	October 15
Additional Nominations from Members	Membership	November 5
Election Ballot Furnished Membership	Secretary-Treasurer	November 15

Return of Ballots to Society	Membership	December 15
Counting of Ballots	Tellers	December 16

Section 3: The Board shall canvass the returns of the election and shall declare the official results to the Society membership.

Section 4: Additional nominations of eligible members may be added to the official ballot by written request signed by not less than fifty (50) MES members in good standing. Such nominations must be accompanied by evidence of willingness to serve and must be received by the Secretary-Treasurer not later than November 5.

BY-LAW XIII - LETTER BALLOTS OF THE BOARD

Section 1: At any meeting of the Board attended by less than full membership of the Board, in the event that the prevailing vote on any decision constitutes less than a majority of the full membership of the Board, it shall be the privilege of any member of the Board to call for a letter ballot of the entire Board. In such cases, the Secretary shall submit the question to all members of the Board by letter ballot within one week of the date of the original action, and a majority of all votes received within two weeks of the mailing of the ballots shall decide the question, provided votes are received from the majority of total members of the Board.

Section 2: The Secretary shall record as part of the minutes of the appropriate meeting, the date concerning the letter ballots, including the date of the mailing and the return of the ballots, and the names and votes of all members voting. He shall notify all members of the Board of the results within four weeks of the date of the original action.

BY-LAW XIV - ENGINEERING SCHOLARSHIPS

Section 1: SCHOLARSHIP BOARD. The Scholarship Board shall be composed of seven members, one of which shall be the Chairman. The President shall appoint all members. The chairman shall be appointed for a term of one year and may be reappointed from year to year at the discretion of the President. The other six members shall be appointed as follows: two members for a term of one year; two members for a term of two years; and two members for a term of three years; thereafter, the term of the members, other than the chairman, shall be for three years. The President may fill any vacancy by appointment, such appointee to serve the remainder of the term to which appointed.

The duties of the Scholarship Board shall include:

- a. To administer the STATE SCHOLARSHIP PROGRAM as hereinafter defined.
- b. To administer the NATIONAL ENGINEERING SCHOLARSHIP PROGRAM as operated by the NSPE Educational Foundation.
- c. To serve as trustees of any STATE SCHOLARSHIP FUND which may be established pursuant to the operation of these By-Laws or other appropriate guidelines as approved by the Board of Directors.
- d. To carry out such other duties in the field of STATE and NATIONAL SCHOLARSHIP PROGRAMS as may be directed by the President, acting under authority granted him by the Board of Directors.

Section 2: STATE SCHOLARSHIP PROGRAM. In order to encourage and foster engineering scholarships among prospective engineering students residing in Mississippi, a STATE SCHOLARSHIP FUND shall be established. From the STATE SCHOLARSHIP FUND, annual scholarships may be awarded to worthy engineering students. The number of scholarships to be awarded, their designations and a schedule of the annual benefits to be derived there from shall be proposed by the SCHOLARSHIP BOARD to the Board of Directors for adoption, approval and promulgation. The administration of the STATE SCHOLARSHIP PROGRAM shall be vested in the SCHOLARSHIP BOARD.

Section 3: STATE SCHOLARSHIP FUND. There is hereby established a STATE SCHOLARSHIP FUND, which shall be supplied by contributions, made by individuals, Chapters and/or other interested organizations, groups and firms. The selection of the recipients of the proceeds from the FUND will be the responsibility of the SCHOLARSHIP BOARD.

Section 4: NATIONAL SOCIETY OF PROFESSIONAL ENGINEERS EDUCATION FOUNDATION. The Mississippi Engineering Society shall participate in the annual National Engineering Scholarship Program as

sponsored by the NSPE Educational Foundation. The SCHOLARSHIP BOARD shall be responsible for the administration of the National Engineering Scholarship Program in accordance with established procedures and shall be empowered to make appropriate determinations relative to the selection of state winners.

BY-LAW XV - PARLIAMENTARY AUTHORITY

The rules of parliamentary procedure contained in Roberts' Rules of Order, Revised, shall govern the Society in all cases to which they are applicable, and in which they are not inconsistent with the By-Laws or other special rules of this Society. The President, at his discretion, may appoint a Parliamentarian to advise him on procedure during Board of Directors' Meetings and the regular meetings of the Society.

BY-LAW XVI - BOARD OF LICENSURE NOMINATIONS

Section 1: MES will annually submit its recommended nominees to the Governor of the State of Mississippi, as required by the State Law, relative to appointments to the Mississippi Board of Licensure for Professional Engineers and Surveyors.

Section 2: MES endorses the principle of maintaining a Board of Licensure with membership composed of engineers from variety of engineering fields of practice giving due consideration to the percentage of practitioners in the several fields.

Section 3: The Nominating Committee shall canvass the Chapters not later than July 1 of the odd numbered years requesting nominations to be received prior to October 1. The committee shall develop a slate equal to twice the number required by the appointing authority from these names.

Section 4: The final recommended nominees for appointment to the Mississippi Board of Licensure for Professional Engineers and Surveyors shall be selected by letter ballot of the membership in accordance with procedures established for election of officers.

BY-LAW XVII - RESOLUTIONS AND PETITIONS

Section 1: RESOLUTIONS. Members desiring to present a resolution for action by the general membership of the Society shall first secure the sponsorship by a Chapter or Practice Division. The Chapter or Practice Division shall approve the resolution at one of its business meetings. The resolution shall then be submitted in writing to the next meeting of the Board of Directors of the Mississippi Society. At this meeting, the Board shall consider the resolution, and records its recommendations concerning the resolution. Within six (6) weeks after this meeting, the Board shall present the resolution to the membership by letter ballot or at a general meeting of the Society. The Board shall include its own recommendations on the resolution.

Section 2: PETITIONS. Members desiring to present a petition to the Board shall present the petition in writing. It shall be signed by at least fifty (50) members of the Society in good standing. The Board shall consider the petition and shall, at its next meeting, act on the petition.

Section 3: LOCAL RESOLUTIONS. Local resolutions are defined as those whose issue are confined to the geographical area of the sponsoring chapter; and exist in, pertain to, and are of interest to only the area covered by the sponsoring chapter.

Members desiring to present a local resolution shall first secure the sponsorship by a chapter. The chapter shall approve the resolution at one of its business meetings. The resolution shall then be submitted in writing to the Executive Director of the Mississippi Engineering Society to check for any conflicts with existing resolutions or policy statements of the Mississippi Engineering Society or the National Society of Professional Engineers. If any conflicts exist, the Executive Director will promptly notify the chapter, and the resolution will be denied. If no conflicts exist, the Executive Director shall submit the resolution by the most appropriate method to the Executive Committee for action.

The Executive Committee shall determine whether the resolution is local or broad in nature. If the resolution is determined to be broad, it shall be submitted to the next meeting of the Board of Directors. If determined to be local, the Executive Committee shall approve or disapprove the resolution, and promptly submit its findings to the sponsoring chapter. A majority vote of the members of the Executive Committee shall be required for approval.

Section 4: COMMEMORATIVE RESOLUTIONS. Upon receipt of information of the death of a member, the Executive Director shall record and prepare a Commemorative Resolution to be mailed as soon as possible to the family of the deceased member. Reports will be made to the Executive Committee in a timely manner. The Board of Directors has the authority to approve a donation to the Scholarship Fund in memory of the deceased member.

BY-LAW XVIII - EFFECTIVE DATE

The foregoing By-Laws shall be in effect immediately after adoption. Any corresponding enactments previously existing are hereby repealed.

BY-LAW XIX - AMENDMENTS TO CONSTITUTION

Section 1: Amendments to the Constitution shall be submitted to the Licensed Members as provided in Article XXI, Section 1, of the Constitution.

Section 2: The Tellers Committee shall count the ballots and shall deliver its report to the Secretary within three (3) weeks after the close of the balloting.