

PENC Constitution As Amended 2010

Preamble

Professional Engineers of North Carolina, recognizing 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 the protection of the profession of engineering as a vital social and economic influence to our State.

Article I - Name

Section 1. The Organization shall be incorporated as the PROFESSIONAL ENGINEERS OF NORTH CAROLINA, hereinafter called the "Organization."

Section 2. The Organization shall be incorporated as a non-profit organization under the laws of the State of North Carolina.

Section 3. The Organization shall adopt a SEAL; the Secretary or Designee shall be its custodian.

Section 4. The Organization shall be affiliated with the National Society of Professional Engineers. Affiliation shall in no way be interpreted as interfering with the independence, autonomy, and self-control of the Organization.

Article II - Objectives

The objectives of the Organization shall be the advancement of the public welfare and the promotion of the professional, social, and economic interests of the engineering profession; to stimulate and develop professional concepts among all engineers; and to strive throughout the profession to make licensure more meaningful in terms of acknowledgment of individual achievement in engineering as reflected by education and practice, and to urge each engineer to attain legal status through licensure.

Article III - Membership

Section 1. Membership in the Organization shall be designated as Licensed Member, Member, Fellow Member, Honorary Member, Life Member, State Associate, or Student Member.

Section 2. All members other than Honorary Members and Student Members shall have voting privileges in the Organization. All members other than Student Members may hold State elective offices except only Licensed Members, Fellow Members and Life Members may hold the office of President and President-Elect.

Section 3.

(a). Licensed Member - A Licensed Member shall be defined as a person holding a valid license or certificate of registration 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; or the equivalent under the laws of any country, or a retired engineer who

obtained and retained a valid license or certificate while in active practice in the profession until retirement.

- (b.) Member - A Member shall be defined as a person of high moral character who is:
- (1) A certified engineer in training (Engineering Intern), or the equivalent under the laws of any country, or
 - (2) A graduate engineer. A graduate engineer is one who has graduated from an engineering curriculum accredited by the Accreditation Board for Engineering and Technology (ABET); or has graduated from an engineering curriculum which is accredited by ABET within six years after graduation; or has been awarded a graduate engineering degree from a college or university which has one or more undergraduate engineering curricula accredited by ABET. For a graduate of an engineering curriculum in a foreign country, the applicant shall possess educational background equivalent to that attained from an engineering curriculum accredited by ABET.
 - (3) A Member shall advance to the Licensed Member grade as soon as eligible by licensure.
- (c.) A Student Member is defined as a person who is enrolled in an ABET-accredited engineering program or an engineering or pre-engineering program that leads to engineering licensure. A full time graduate student in engineering may choose any grade for which eligible, including student member.
- (d.) Fellow Member - A Fellow Member is an individual who holds the Fellow status from NSPE or is granted the Fellow status by PENC under procedures defined in the bylaws.
- (e.) Honorary Member - An Honorary Member is an individual who holds the Honorary status from NSPE or is granted the Honorary status by PENC under procedures defined in the bylaws.
- (f.) Life Member – A Life Member is a member who holds the Life Member status from NSPE or is granted the Life Member status by PENC under procedures defined in the bylaws.
- (g.) State Associate - A State Associate shall be defined as a person of high moral character who chooses not to be a member of NSPE and who meets the requirements for membership under any other membership classification other than Student Member.
- (h) Non-Engineering Associate – A Non-Engineering Associate shall be defined as a person of high moral character who has attained an Associate degree in engineering or engineering technology, or Associate or higher degree in an engineering-related field, except individuals with a Bachelor's degree or higher in engineering are not eligible for this category. Non-Engineering Associates are "State-only" members.

Section 4. Any current Member holding membership and not eligible for one of these grades shall be retained in the grade of Member until eligible for another grade of membership.

Section 5. A Member may be expelled from the Organization or otherwise disciplined for cause as provided in the Bylaws.

Section 6. All Members in good standing on December 31, 1949, shall be Charter Members of the Organization.

Article IV - Dues

The annual dues for Licensed Member, Member, Student Member, Fellow Member and Life Member shall be determined as provided in the bylaws.

Article V - Administration

Section 1. The Administrative year of the Organization shall be July 1 through June 30 of each year, but the Board may allow the officers to remain in office until new officers are installed during the Annual Meeting.

Section 2. The Organization shall be administered by a Board of Governors herein referred to as the Board. Within the provisions of this Constitution, the Board shall have full authority and power to act for the Organization between meetings of the membership.

Section 3. The Board shall consist of the following:

- (a) The elected officers of the Organization
- (b) One Governor, preferably the President-elect, elected by each active chapter of the Organization to represent the chapter on the Board;
- (c) One Governor, preferably the Division Chairman, from each active Practice Division.

Section 4. A majority of the Board shall constitute a quorum. An affirmative vote of a majority of the Board present at any regular or duly called meeting shall be required to pass any motion not inconsistent with the Constitution and Bylaws of the Organization.

Section 5. When action is required by the Board and it is impractical to convene a regular meeting of the Board, the Board may meet by telephone or other electronic conference. Any action so taken will have the same validity as a regular meeting of the Board, provided that the quorum and vote for the telephone conference is in compliance with this Article. The Board may also take action by mail ballot, or by email ballot provided that the vote for any member without email will be solicited by regular mail. In the case of mail or email ballots, the votes for that action must be a majority of the Board.

Section 6. The Board shall have such powers and duties as are prescribed by the North Carolina statutes and by this Constitution and shall determine all questions of policy.

Section 7. No elective member of the Board shall receive a salary or compensation, except for expenses incurred in behalf of the Organization and as approved by the Board.

Section 8. The Organization shall be represented on the governing entity of the National Society of Professional Engineers by national representatives as provided by the Constitution and Bylaws of the National Society of Professional Engineers, and by the bylaws of the Organization.

Section 9. The Board is authorized to appoint an Executive Director when financial duties and other conditions warrant and to fix his or her compensation and define his or her duties. The Executive Director, when so appointed, shall hold the appointive office of Executive Vice-President and shall be an appointive ex-officio, non-voting member of the Board.

Article VI - Officers

Section 1. The Organization shall have, as elected officers, a President, a President-elect, a Secretary, a Treasurer, a Past President, and one or more Directors-at-large.

Section 2. The number of Directors-at-large shall be one for each 500 members or fraction thereof, with a maximum of three. If more than one Director-at-large is permitted, the terms of office will be staggered, and each shall be elected for a term of three years.

Section 3. Duties of the elected officers shall be as provided in the bylaws.

Section 4. Officers and Directors-at-large shall assume their duties on July 1 each year (see Article V, Section 1, for exception).

Section 5. Should the office of President become vacant at any time during his term, the President-elect shall assume the office of President and serve for the remainder of the unexpired term. He or she shall continue to serve as President for the full year following as would be normal to the responsibility of the President-elect if the office of President had not become vacant.

Section 6.

(a) Should the office of President-elect become vacant under Section 5, above, at any time during his term, the Board shall appoint a Vice-President to serve only for the remaining unexpired portion of the President-elect term.

(b) Should the office of President-elect become vacant for any reason except under provisions of Section 5, the Board shall appoint a Vice-President to serve only the remaining unexpired portion of the President-elect term and the Nominating Committee shall then select a candidate for President for the next administrative year.

Section 7. In the event that an appointive Vice-President is serving and the office of President becomes vacant, the appointive Vice-President shall assume the office of President and serve for the remaining unexpired portion of that term. The Board shall appoint another Vice-President if this should occur. The Nominating Committee will then select a candidate for President for the next administrative year.

Section 8. Should the office of Secretary, Treasurer, or Director-at-large become vacant at any time during their respective terms, the Board shall appoint a member to serve only the remaining unexpired portion of the term.

Section 9. The requirements for elective officers as to grade, residence, and other qualifications shall be as provided in the bylaws.

Section 10. The Treasurer may be bonded, at the expense of the Organization, for such an amount as may be determined by the Board.

Section 11. The procedures for nomination and election of officers shall be as provided in the bylaws.

Article VII - Meetings

Section 1. The Organization shall hold a minimum of one meeting of the membership each year, at such time and place as may be designated by the Board.

Section 2. Other meetings of the Organization may be called by the President with a two-thirds affirmative vote of the Board, or upon petition signed by not less than fifteen (15) percent of the voting members.

Section 3. The Board shall meet at such time and place, and upon such notice, as prescribed in the bylaws. The Board shall meet at least twice a year in addition to the meeting of the Organization.

Article VIII - Committees

Section 1. An Executive Committee shall be established as a standing committee of the Organization. Membership of the Executive Committee shall be the officers of the Organization. Representatives of the Organization to the governing entity of NSPE may, if not an officer, serve on the Executive Committee during their NSPE tenure, at the discretion of the Board.

(a) The President shall act as chairman of the Executive Committee. The Secretary of the Organization shall serve as a secretary to the Executive Committee.

(b) The Executive Committee shall ensure effective operations and financial stability of PENC. The Committee shall direct the administrative work of the Organization and carry out the policies of the Board between meetings of the latter. The Committee may also act on behalf of the Board, with the full authority of the Board, on matters which arise and require action between Board meetings, except those actions prohibited by N.C.G.S. 55A-8-25, provided that the Committee shall report to the Board on all such actions at the next Board meeting.

(c) A majority of the Executive Committee shall constitute a quorum and the majority affirmative vote of those present shall govern.

(d) When action is required by the Executive Committee and it is impractical to convene a regular meeting of the Committee, the Committee may meet by telephone conference or other electronic conference. Any action so taken will have the same validity as a regular meeting of the Committee, provided that the quorum and vote for the telephone conference is in compliance with this Article. The Committee may also take action by mail ballot, or by email ballot provided that the vote of any member without email will be solicited by regular mail. In the case of mail or email ballots, the votes for the action must be a majority of the Committee.

Section 2. Other committees may be established to carry out the goals and work of the Organization, as prescribed in the bylaws.

Article IX - Chapters

Section 1. The Board may establish and issue charters for geographic chapters of the Organization within the state of North Carolina in order to provide members with the opportunity to join together on a more local basis to further the objectives of the Organization, in accordance with the bylaws. The Board, in its authority, may also disestablish, combine, divide or make other changes in existing chapters.

Section 2. Student chapters may be established for students actively pursuing an engineering curriculum at an accredited college or university within the state, or enrolled in a program affiliated with such a college or university, in accordance with the bylaws. Establishment of a student chapter shall not be considered a conflict with a geographic chapter otherwise established.

Article X - Practice Divisions

The Board may establish and issue charters for Practice Divisions, as defined by the National Society, in accordance with the bylaws. The Board, in its authority, may also disestablish, combine, divide or make other changes in existing Practice Divisions.

Article XI - Bylaws

The Board shall prepare and adopt Bylaws which shall regulate all affairs of the Organization and establish procedures consistent with this Constitution.

Article XII - Amendments

Section 1. Amendments to this Constitution may be proposed by a majority of the Board, or by a petition signed by not less than fifteen (15) percent of the voting members. Amendments submitted by petition shall be reviewed by the Board and promptly transmitted to the secretary, with discussion and comments, to be included with the ballot at the next scheduled election, or by special ballot as directed by the Board.

Section 2. Amendments proposed in accordance with Section 1 above shall be published to the membership by the most expedient means possible. If no written objection is received from any member within thirty days after the date of the publication, then the proposed amendment will be considered adopted by unanimous consent. If any objection is received from a member in good standing within the thirty-day period, then the matter shall be submitted to the entire membership for vote.

Section 3. Where a ballot vote of the membership is required, an amendment shall become effective only upon:

- (a). affirmative vote of a majority of the ballots cast by the voting members, in such form as to provide proper identification, and provided that the number of members voting is not less than twenty (20) percent of the qualified members.
- (b). In the event that the total vote of the total members eligible to vote is less than 20%, but a majority of the members actually voting shall declare themselves in favor of the proposed amendment(s), the same shall be voted on by the Board of Governors at the next scheduled Board meeting following execution of the ballot. If two-thirds or more of the Board declare themselves in favor of the proposed amendment(s), the same shall become part of this Constitution.

Section 4. Ballots for amendments shall be submitted to the membership by the most expedient means possible. Amendments shall become effective on the date stipulated on the ballot.

Section 5. This constitution as revised shall become effective on October 1, 2010 if approved in accordance with the provisions of this Article XII.

Amendments adopted by the Board of Governors and Membership on 9/24/2010.