

# BYLAWS

AUGUST 2008



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**ARTICLE 1. Name.**

**Section 1.01 Name.** The name of this organization shall be the National Council of Examiners for Engineering and Surveying.

**Section 1.02 Definitions and Abbreviations.**

Wherever the word "Council" is used, it shall mean the National Council of Examiners for Engineering and Surveying for which the official abbreviation shall be NCEES. The words "State Board" shall mean a legally constituted board of any state, territory, or political subdivision of the United States of America that administers an Act regulating the practice of professional engineering, a single branch of professional engineering, or land surveying or that serves in an advisory capacity to a state agency in the administration of such an Act. Wherever the word "State" is used, it shall mean any state, territory, or political subdivision of the United States of America.

**ARTICLE 2. Purpose.**

**Section 2.01 Purpose.** The purpose of this Council shall be to provide an organization through which state boards may act and counsel together to better discharge their responsibilities in regulating the practice of engineering and land surveying as it relates to the welfare of the public in safeguarding life, health, and property. The Council also provides such services as may be required by the boards in their mandate to protect the public.

**Section 2.02 Objectives.** In the public interest, NCEES provides to licensing boards services which assist in the development and administration of the licensing process by promoting:

- (1) the improvements of licensing laws for engineering and land surveying, including the administration and effectiveness of these laws;
- (2) the uniformity of standards and practices used in engineering and land surveying licensure;
- (3) the general acceptance and recognition of comity for engineering and land surveying licensure among boards;
- (4) the definition and maintenance of nationally recognized licensing qualifications to become professional engineers and professional land surveyors;
- (5) the identification and observation of international engineering and surveying licensing procedures and the maintenance of a liaison with international licensing agencies;
- (6) the improvement and uniformity of standards for law enforcement and disciplinary action in engineering and land surveying licensing laws and their administration; and
- (7) the value of the licensure of engineers and land surveyors as it relates to the health, safety, and welfare of the public.

**ARTICLE 3. Membership.**

**Section 3.01 Member Boards.** A Member Board of NCEES shall be a state board, as defined in Article 1, Section 1.02, which is a member of the Council. Acceptance of a Member Board shall be by majority vote of the Council. Member Boards shall pay fees as set forth in the Bylaws.

**Section 3.02 Affiliate Member Entities.** An Affiliate Member Entity of NCEES shall be a legally constituted entity, other than a state board, having a collateral and supportive position with the licensure of engineers and surveyors. Affiliate Member Entities are entitled to representation at Council meetings without voting privileges and, on approval of the presiding officer, may have the privilege of the floor. Acceptance of any Affiliate Member Entity shall be by majority vote of the Council. Affiliate Member Entities shall pay fees as set forth in the Bylaws.

**Section 3.03 Members.** A member of NCEES shall be a person who is a member of a Member Board.

**Section 3.031 Associate Members.** An associate member of NCEES shall be a designee of a Member Board, but not a member of a Member Board, who is appointed by the NCEES Board of Directors as an associate member of NCEES.

Recommendations for associate members of NCEES shall be submitted by Member Boards to the Board of Directors and become effective upon appointment by the Board of Directors. Such appointments shall be reviewed annually by each Member Board and shall remain in effect until the Board of Directors is notified otherwise by the Member Board.

Associate members of NCEES shall have the privilege of the floor upon approval of the presiding officer and may serve on any committee to which duly appointed under the Bylaws.

**Section 3.032 Emeritus Members.** An emeritus member of NCEES shall be a person who is a former member of a Member Board who is duly recommended by that Member Board and approved by the NCEES Board of Directors. Such appointments shall be reviewed annually by each Member Board and shall remain in effect until the Board of Directors is notified otherwise by the Member Board.

Emeritus members of NCEES shall have the privilege of the floor upon approval of the presiding officer and may serve on any committee to which duly appointed under the Bylaws.

**Section 3.033 Affiliate Members.** An affiliate member of NCEES shall be a person who is a member of an Affiliate Member Entity.

**Section 3.04 Participating Organizations.** A participating organization shall be a society, institute, association, or organization of national scope whose membership is composed predominantly of engineers and/or land surveyors engaged in work at the professional level and whose policies include advancement of professional ethics and standards and encouragement of licensure, and which actively supports the policies and objectives of the Council. Participating organizations are entitled to representation at meetings of the Council without voting privileges and, on approval of the presiding officer, may have the privilege of the floor. They shall be privileged to communicate with the officers and Board of Directors of the Council on matters of mutual concern. Acceptance

of a participating organization shall be by majority vote of the Council.

**Section 3.05 Delegates.** A delegate shall be a member or an associate member designated by a Member Board to represent it at meetings of the Council. A Member Board may have as many delegates as it has members, but may cast votes only as prescribed. Any delegate shall have the privilege of the floor.

**Section 3.06 Representatives.** A representative shall be a member of an Affiliate Member Entity or a participating organization designated to represent it at meetings of the Council.

**Section 3.07 Past Presidents.** Past Presidents of the Council who are not members of the Member Boards shall be considered as honorary participants in the Council eligible to serve on the committees, to have the privilege of the floor at meetings of the Council, to take part in discussions, and to perform all functions of members except to hold office and vote.

**Section 3.08 Zones.** The Member Boards of the Council shall be divided into four zones as follows:

**Central Zone:** Illinois, Indiana, Iowa, Kansas, Michigan, Minnesota, Missouri, Nebraska, North Dakota, Ohio, South Dakota, Wisconsin;

**Northeast Zone:** Connecticut, Delaware, District of Columbia, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, Vermont, Virginia, West Virginia; **Southern Zone:** Alabama,

Arkansas, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, Oklahoma, Puerto

Rico, South Carolina, Tennessee, Texas, Virgin Islands (U.S.); **Western Zone:** Alaska, Arizona, California, Colorado, Guam, Hawaii, Idaho, Montana, Nevada, New Mexico, Northern Mariana Islands, Oregon, Utah, Washington, Wyoming.

#### **ARTICLE 4. Board of Directors.**

**Section 4.01 Board of Directors.** The Board of Directors shall be the executive board of the National Council of Examiners for Engineering and Surveying. The Board of Directors shall exercise the corporate powers as set forth in the South Carolina Nonprofit Corporation Act.

The Board of Directors shall function as the executive board of the Council and may authorize all expenditures, provide direction to the office of Executive Director through the President, authorize the borrowing of funds for Council purposes, and do all things necessary to conduct the affairs of the Council between the Annual Business Meetings.

The Board of Directors shall not take any action which shall interfere with the rights of any Member Board in the regulation of licensees or determine the licensing requirements of applicants within any Member Board's jurisdiction. The Board of Directors shall not be authorized to make expenditures in excess of its annual income and general reserves. In no event shall the Board of Directors be authorized to increase NCEES membership fees of a constituent member.

Decisions of the Board of Directors shall be made by a majority of the members present at a regularly scheduled or called meeting at which a quorum is

present. The President shall call meetings of the Board of Directors. A majority of the board members may submit a written request to the President to call such meeting, and the President shall call such meeting within thirty days of receiving such request.

**Section 4.02 Board Membership.** The Board of Directors shall consist of the President, the President-Elect, the Treasurer, the Immediate Past President, and the four Vice Presidents (one from each zone).

**Section 4.03 Officers.** Officers of the Council shall be the President, the President-Elect, the Treasurer, the four Vice Presidents (one from each zone), the Immediate Past President, and the Executive Director as the Secretary.

**Section 4.04 Elections and Terms of Office.** The President-Elect shall be elected by the Council at each Annual Business Meeting in the manner prescribed in the Bylaws. The Treasurer shall be elected at each Annual Business Meeting held in an odd-numbered year, in the manner prescribed in the Bylaws. Vice Presidents from the Southern and Northeast Zones shall be elected at their Interim Zone Meeting in odd-numbered years. Vice Presidents from the Central and Western Zones shall be elected at their Interim Zone Meeting in even-numbered years. The Executive Director is appointed as provided in the Bylaws.

The President-Elect shall normally serve the Council for a period of three years. The first year shall be as President-Elect. The second year, without further election, the President-Elect shall

become President, holding that office until a successor has been installed. The third year, without further election, the President shall become Immediate Past President, holding that office until a successor has been installed. Vice Presidents shall hold office for two years, or until their successors have been installed. The Treasurer's term of office shall be two years, and that person may serve a maximum of two consecutive terms.

Past Presidents shall be ineligible for re-election as President-Elect of the Council. Vice Presidents shall not be eligible for re-election to the same office until at least one full two-year term has elapsed.

New members of the Board shall assume their duties at the conclusion of the Annual Business Meeting. Board members may continue to serve until the conclusion of the term of office to which they were elected even though their terms with Member Boards may have ended.

Any member elected to the office of President-Elect shall be eligible to serve as President-Elect, President, and Immediate Past President, with full authority of the offices and board privileges, until the expiration of the term as Immediate Past President, even though no longer a member of a Member Board.

**Section 4.05 Qualifications.** Any member of NCEES who is a citizen of the United States and a member of a Member Board sometime during the calendar year in which the nomination occurs is

eligible to hold an elective office. Associate members are not eligible to hold an elective office.

To be eligible for the office of President-Elect, a person shall have been a member of NCEES at least four years and attended at least two Annual Business Meetings. Additionally, members of the Board of Directors may run for President-Elect if their term on their state board has expired during their term as NCEES Vice-President or Treasurer; and they have obtained emeritus standing within the Council; and they have the approval of their state board; and it is their zone's rotation to elect a President-Elect; and they have been nominated by the zone. The President-Elect shall not be from the same zone as the President. Vice Presidents shall be from the zone that elects them.

**Section 4.06 Vacancies.** If a vacancy occurs in the office of President, the President-Elect shall succeed to the office of President for the completion of the two-year term. A vacancy in the office of President-Elect shall be filled by the Board of Directors. In the event of a vacancy in the office of Immediate Past President, the office shall be filled by the most recent available Past President. In the event of a vacancy in the office of a Vice President, the Assistant Vice President of the zone will automatically succeed to the office of Vice President. In the event of a vacancy in the office of Treasurer, an election shall be held to fill the unexpired term of Treasurer at the Annual Business Meeting immediately following the vacancy.

Appointments by the Board of Directors shall be made in accordance with the required qualifications and limitations for duly elected members of the Board of Directors.

A quorum of the Board of Directors for filling of vacancies shall consist of six members except in the event of two vacancies, when five shall constitute a quorum. For the filling of vacancies, the members of the Board of Directors may be represented by proxies, duly signed and verified.

**Section 4.07 Sanction or Removal.** By a majority vote and pursuant to the grievance procedure of the Council's *Manual of Policy and Position Statements*, which shall set forth appropriate due process, the Board of Directors may recommend the removal or sanction of a member of the Board of Directors. Upon a finding of the Board of Directors that the Board member has violated the ethics policy set forth in Section 4.08 of the Bylaws, that finding, along with stated grounds therefor, shall be transmitted to the chair of the Advisory Committee on Council Activities.

A Grievance Committee shall be appointed to address the removal or sanction recommended by the Board of Directors. The Grievance Committee members shall be selected as follows: two members of the Board of Directors, selected by the Board; one member from each zone, selected by the Assistant Zone Vice President of each respective zone; and three members of the Advisory Committee on Council Activities, selected by said committee.

If by a majority vote of its members, the Grievance Committee concurs with the Board-recommended removal or sanction, the Board of Directors shall implement such removal or sanction.

A sanction may include a period of suspension from Board activities, including attendance at Board of Directors or Council conferences and meetings.

In the event of removal of a Board member, the vacancy on the Board of Directors shall be filled pursuant to Section 4.06 of the Bylaws.

**Section 4.08 Ethics Policy.** A member of the Board of Directors is in violation of the ethics policy of the Board of Directors if he or she:

- (1) Commits a criminal act that reflects adversely on the Board member's honesty, trustworthiness, or fitness as a Board member in other respects.
- (2) Engages in conduct involving dishonesty, fraud, deceit, or misrepresentation.
- (3) Engages in conduct involving moral turpitude.
- (4) States or implies an ability to influence improperly the Board of Directors or any committee or officer of the Council.
- (5) Grossly abuses his or her authority in the discharge of the duties of the Council.
- (6) Engages in any action that harms the public image or professional reputation of the Council.

**Section 4.09 Board Audit Committee.** The President, President-Elect, and Treasurer shall comprise the Board Audit Committee. This committee shall annually select and recommend for approval by the full Board the accounting firm that

shall conduct the annual financial audit and prepare the annual financial statements of NCEES. The committee shall also review and approve the audit results and final financial statement and approve the engagement of other financial consultants as may be necessary to facilitate its review of NCEES finances. Members of the Audit Committee must be free from any relationship that, in the opinion of the Board, would interfere with the exercise of independent judgment. The Audit Committee shall have a working familiarity with basic finance and accounting principles and practices.

#### **ARTICLE 5. Duties of the Officers and the Board of Directors.**

**Section 5.01 President.** The President shall, when present, preside at all meetings, shall appoint all standing committees except the Committee on Nominations, and shall present to the Council at the Annual Business Meeting a report of the activities during the term of office. The President shall also appoint all members of special committees unless specific action of the Council or of the Board of Directors names the personnel of the committee or task force. The President shall appoint all official representatives of the Council to other organizations as authorized by the Board of Directors. The President shall be chair of the Board of Directors, shall be an ex-officio member of all committees, and shall perform all other duties ordinarily pertaining to the office of President.

If both the President and the President-Elect are absent, the Vice President from the zone that will be nominating the next President-Elect will be the

acting President. The Vice President shall have all the powers of the President while presiding in this capacity.

**Section 5.02 President-Elect.** The President-Elect shall serve as a member of the Board of Directors. In the absence of the President or the incapacity of the President, the President-Elect shall exercise the duties of and possess all the powers of the President, including the appointment of committees. The President-Elect shall serve as an ex-officio member of the Committee on Finances.

**Section 5.03 Vice Presidents.** Vice Presidents shall be identified as Vice President Central Zone, Vice President Northeast Zone, Vice President Southern Zone, and Vice President Western Zone. The Vice President of each zone shall be the administrative officer of their zone and serve as a member of the Board of Directors.

**Section 5.04 Treasurer.** The Treasurer shall serve as a member of the Board of Directors. The Treasurer shall, under the direction of the Board of Directors, oversee the financial operation of the Council; and shall obtain an annual audit of Council finances and submit such audit to the Board of Directors. The Treasurer shall serve as an ex-officio member of the Committee on Finances.

**Section 5.05 Secretary.** The Executive Director shall serve as the Secretary of the Corporation. As such, the Secretary shall serve as the custodian for corporate records of the Council and shall be the officer responsible for preparing minutes for the directors' and members' meetings and for authenticating all corporate records. The Secretary

shall have the authority to execute documents on behalf of the Council and as directed by the Board of Directors.

**Section 5.06 Restrictions on Endorsements.** No member of the Board of Directors shall endorse, recommend, or certify, gratuitously or for profit, on behalf of the Council, any product or service or any publication not issued, published by the Council, or authorized by the Board of Directors.

## **ARTICLE 6. Meetings of the Council.**

**Section 6.01 Annual Business Meetings.** The Annual Business Meeting of the Council shall be held at the time and place selected by the Board of Directors.

Notice of the Annual Business Meeting shall be mailed to each Member Board, member, associate member, Affiliate Member Entity, and participating organization not less than four weeks prior to each meeting.

**Section 6.02 Quorum and Voting.** A quorum for the transaction of business at the Annual Business Meetings of the Council shall be delegates from a majority of Member Boards. A majority vote of the Member Boards represented shall be required for affirmative action unless otherwise provided for in the Bylaws.

Only Member Boards shall be entitled to vote. Voting shall be by Member Boards, with each board entitled to one vote. If a Member Board is represented by more than one delegate present at the time of voting, the vote may be split proportionately if its delegates wish. An associate member may serve as a Member Board delegate for

voting purposes only when so designated by the Member Board.

**Section 6.03 Special Meetings.** Special business meetings of the Council may be called by the President, or by the delegates, representatives, or officers of the majority of the Member Boards. The same Bylaws relative to quorum, voting, procedure and conduct of business at an Annual Business Meeting shall apply to special meetings.

**Section 6.04 Zone Meetings.** Zone meetings may be held each year. A quorum for the transaction of business at zone meetings shall be delegates from a majority of Member Boards of the zone. The Vice President from the zone shall preside at the zone meetings and submit copies of its minutes to the Council.

**Section 6.05 Zone Organization.** Each zone shall adopt *Zone Meeting Continuity Guidelines* for its organization and operation consistent with and in conformity to the NCEES Bylaws.

Each zone shall submit copies of its minutes and an annual financial statement to the Council at the Annual Business Meeting of the Council. Each zone shall elect an Assistant Vice President who shall serve a two-year term concurrent with the Vice President. The Assistant Vice President shall assist the Vice President and shall perform all the duties of the Vice President in the event the Vice President is unable to perform for any reason. This shall include fulfilling the duties as Vice President on the Board of Directors.

Each zone shall elect a Secretary-Treasurer. The Secretary-Treasurer shall keep and have published zone minutes, maintain records of zone activities, and handle zone financial affairs under the direction of the Vice President.

Administration of the financial affairs of the zone shall be consistent with those of the Council as governed by the Council's Articles of Incorporation and Bylaws, with submittal of financial statements as required.

**Section 6.06 Rules of Order.** The Council shall be governed by the most recent edition of *Robert's Rules of Order, Revised* when not in conflict with the Bylaws. The presiding officer shall rule on all questions pertaining to the Bylaws and rules of order in the conduct of the meetings. The President may appoint a parliamentarian to assist the presiding officer.

The order of business for the Annual Business Meeting shall be established by the President and published as part of the meeting agenda prior to the beginning of the meeting.

## **ARTICLE 7. Committees of the Council.**

**7.01 Standing Committees.** The standing committees of the Council shall be the following: Advisory Committee on Council Activities (ACCA), Awards, Examination Audit, Examinations for Professional Engineers (EPE), Examinations for Professional Surveyors (EPS), Examination Policy and Procedures (EPP), Finances, Law Enforcement, Nominations, and Uniform Procedures and Legislative Guidelines (UPLG).

The structure and membership of all standing committees shall be commensurate with the charges unless otherwise provided for in the Bylaws. The composition of the committees should reflect the diversity of the Council membership.

A committee member may be appointed to serve on only one standing committee during any administrative year. Appointments shall limit the tenure on any one committee to a maximum of four consecutive years, including any time as chair, except that (1) an individual may serve for three years as an EPS Committee member and up to an additional two years as the EPS Committee chair; and (2) an individual may serve for three years as an EPE Committee member, an additional two years as the EPE Committee vice chair, and two more additional years as the EPE Committee chair. The chair of the EPE Committee shall have had experience in developing NCEES examinations before assuming the position of chair. This experience is defined as involvement in at least two of the following activities: item writing or review, participation on a cut score panel, involvement in a Professional Activities and Knowledge Study (PAKS) committee or on examination specification committees, or participation on an examination development committee. The ascension track to the chair shall also include psychometric training approved by NCEES. A committee chair appointment shall be limited in tenure to a maximum of two consecutive years on any one committee.

Members, associate members, representatives of Affiliate Member Entities, and emeritus members

shall be eligible to serve on any committee.

Committee members may continue to serve until the conclusion of the term of office to which they were appointed even though their terms with Member Boards may have ended.

**Section 7.02 Advisory Committee on Council Activities.** The Advisory Committee on Council Activities (ACCA) shall consist of a chair and members from each zone. At least one member shall be a land surveyor. The committee shall provide advice and briefing to the President and the Board of Directors on new policy issues, problems, and plans that warrant preliminary assessment of policy choices and procedures not as yet assigned to a standing committee or involving several existing committees. Consultants appointed to this committee shall have served on the Board of Directors.

The committee will act as principal advisor to the President and the Board of Directors on such specific non-recurring problems or plans as the President may explicitly assign to the committee. The committee shall biannually review the *Manual of Policy and Position Statements*, reflecting upon past and current action of the Council, and present to the Board of Directors the wording of policy revisions to be approved before being submitted to the Council for ratification at the Annual Business Meeting

**Section 7.03 Committee on Awards.** The Committee on Awards shall have one representative from each zone plus the chair. When available, these members should be past

members of the Board of Directors who have received the Distinguished Service Award of NCEES. It shall, by October 1 of each year, canvass the Member Boards for nominations for the awards to be given at the Annual Business Meeting, including the Distinguished Service Award. It shall be guided by the established policies and procedures for the awards. Nominations shall be submitted by Member Boards by January 31 of the next year.

The committee shall complete its recommendations and submit its report to the Board of Directors by April 1.

**Section 7.04 Committee on Examination Audit.**

The Committee on Examination Audit shall consist of a chair and one member selected from each zone representing when possible private practice, academia, government, and industry. In addition, the President shall appoint as consultants the chairs of the Committees on Examinations for Professional Engineers and Examinations for Professional Surveyors.

This committee shall be responsible for an independent audit annually of the NCEES examination program.

This committee will report directly to the Board of Directors.

**Section 7.05 Committee on Examinations for Professional Engineers.**

The Committee on Examinations for Professional Engineers (EPE) shall consist of a chair and three members from each zone. It shall supervise the preparation of examination specifications and be responsible for

the content and scoring of all examinations in the fundamentals and principles and practice of engineering.

The committee, in the interest of uniformity and efficiency, may prepare examination development procedures and shall review examination scores and make recommendations of minimum passing grades for examinations.

At least fifty percent of the committee members should be carry-over members to provide continuity of the program.

This committee shall have the authority to recommend, in connection with its work, the appointment of consultants.

**Section 7.06 Committee on Examinations for Professional Surveyors.**

The Committee on Examinations for Professional Surveyors (EPS) shall consist of a chair and three members from each zone. It shall supervise the preparation of examination specifications and be responsible for the content and scoring of all examinations in the fundamentals and principles and practice of surveying.

The committee, in the interest of uniformity and efficiency, may prepare examination development procedures and shall review examination scores and make recommendations of minimum passing grades for examinations.

At least fifty percent of the committee members should be carry-over members to provide continuity of the program.

This committee shall have the authority to recommend, in connection with its work, the appointment of consultants.

**Section 7.07 Committee on Examination Policy and Procedures.** The Committee on Examination Policy and Procedures (EPP) shall consist of a chair and two members selected from each zone. In addition, the President may appoint as consultants the chairs of the Committees on Examinations for Professional Engineers and Examinations for Professional Surveyors and their subcommittees.

This committee shall be responsible for reviewing the effectiveness of the examinations and recommending policies, specifications, and procedures consistent with the trends in the engineering and surveying professions.

**Section 7.08 Committee on Finances.** The Committee on Finances shall consist of a chair and two members from each zone. It shall study the financial needs of the Council; recommend sources of income and ways and means of securing adequate funds for the proper operation of the Council; and assist the Board of Directors in the financial year's budget performance and report their findings to the Council. This committee shall recommend to the Board of Directors the next year's budget for approval. (Financial procedures shall be in accordance with Article 9, Finances, and established policies and procedures of the Council.) The President-Elect and Treasurer shall serve as ex-officio members of the committee.

**Section 7.09 Committee on Law Enforcement.**

The Committee on Law Enforcement shall consist of a chair and members from each zone. At least one member shall be a land surveyor. The committee shall receive comments and suggestions from Member Boards regarding state board regulatory functions and submit recommendations for action to the Board of Directors. The committee will consider and recommend methods for Member Boards to achieve more effective and uniform enforcement of licensing acts and for greater interstate coordination of enforcement actions, including better utilization of available technologies. The committee is responsible for periodically updating the *Investigation and Enforcement Guidelines* to assist Member Boards in investigative techniques, formal hearing procedures, and informal settlements.

**Section 7.10 Committee on Nominations.** The Committee on Nominations shall consist of four members and four alternate members (one member and an alternate member elected by each zone of the Council at a zone meeting) plus the chair, who shall be the Immediate Past President of the Council. Each zone will announce its nominating committee member and alternate before the close of the Annual Business Meeting. This committee will serve for the nomination of officers for the next administrative year as specified in Section 11.01 and Section 11.02 of the Bylaws.

**Section 7.11 Committee on Uniform Procedures and Legislative Guidelines.** The Committee on Uniform Procedures and Legislative Guidelines (UPLG) shall consist of a chair and members from each zone. At least one member shall be a land surveyor. The committee shall cooperate with all agencies or organizations working for enactment of improved laws and for the strengthening of laws by amendment and with Member Boards in the administration of licensing acts. The committee shall study the methods for facilitating the licensure and temporary practice of engineers and land surveyors previously qualified and licensed in other states, and promote effective procedures for uniform comity.

The committee shall receive such comments and suggestions as may be made by the various Member Boards and professional organizations in connection with the *Model Law* and the *Model Rules*. The committee is empowered to recommend such amendments as it feels may be necessary. A comprehensive review of the *Model Law* and *Model Rules*, with the view of possible revision, is to be made by the committee at least once every five years.

**Section 7.12 Special Committees and Task Forces.** Special committees and task forces may be appointed at any time by the President for any purpose pertinent to the work of the Council. Such committee or task force shall be assigned a specific charge or charges and time for completion of its work and report to the Board of Directors. Its membership shall be representative of the knowledge and experience required.

**Section 7.13 Participating Organizations Liaison Council.** In addition to the committees of the Council, there shall be a Participating Organization Liaison Council (POLC). This council shall consist of one representative appointed by each participating organization. The President shall serve as chair of the POLC. A two- or three-year term of appointment is suggested for each designated representative, each of whom should have ready communication with the governing board of the organization represented in order to serve effectively in a consultative and advisory capacity for the Council.

POLC should bring to the Council the policies and thinking of the board of directors of the participating organizations on all matters pertaining to licensure and legal recognition of engineers and land surveyors, and should also serve as a channel of communications of Council policies and procedures to participating organizations.

**Section 7.14 Restrictions on Endorsements.** No committee or committee member of the Council shall endorse, recommend, or certify, gratuitously or for profit, on behalf of the Council, any product or service or any publication not issued, published by the Council, or authorized by the Board of Directors.

## **ARTICLE 8. Staff.**

**Section 8.01 Council Staff.** The Council shall employ an Executive Director and such other staff as required to conduct the affairs of the Council.

**Section 8.02 Executive Director.** The Executive Director shall be appointed by vote of the Board of Directors and shall hold office subject to the terms of an employment contract.

The Executive Director shall serve as the Secretary of the Corporation and as “chief employed officer” of the Council with full authority for the management of its affairs, subject to the duties specified by the Bylaws, the policies and procedures of the Council, and the employment contract, or the Board of Directors.

**Section 8.03 Restrictions on Endorsement.** No staff member of the Council shall endorse, recommend, or certify, gratuitously or for profit, on behalf of the Council, any product or service or any publication not issued, published by the Council, or authorized by the Board of Directors.

## **ARTICLE 9. Finances.**

**Section 9.01 Budget Preparation.** An annual budget shall be prepared and submitted to the Council for approval.

The fiscal year shall begin on October 1 and extend through September 30 of the following calendar year.

**Section 9.02 Annual Audit.** An annual audit shall be made by an independent Certified Public Accountant according to generally accepted auditing standards and reported in the usual auditing format.

**Section 9.03 Business Travel Expenses.** All business travel expenses submitted for reimbursement to the Council shall be in

accordance with the travel policy established by the Board of Directors.

## **ARTICLE 10. Membership Fees.**

**Section 10.01 Fees.** Annual fees of Member Boards and of Affiliate Member Entities, as well as dues for participating organizations, are due on January 1 for the ensuing calendar year. The fee schedule for Member Boards shall be based on the number of licensees of record as of December 31 of the preceding calendar year.

**Section 10.011 Fee Schedule.** The annual membership fees for Member Boards and Affiliate Member Entities shall be determined by the Council in accordance with the financial policy.

**Section 10.012 Inactive Status.** Any Member Board in arrears in membership fees 90 days prior to the Annual Business Meeting shall be placed in an inactive status by the Board of Directors. Member Boards in an inactive status shall not be entitled to vote. Individual members of Member Boards may not hold office or serve on committees.

Representatives of boards in inactive status may attend meetings of the Council and may have the privilege of the floor. To be reinstated to an active status and to all the rights and privileges pertaining thereto, an inactive Member Board shall pay all fees and assessments in arrears plus those that have accrued during such inactive status period.

**Section 10.013 Participating Organizations Obligations.** Payments for dues by participating organizations shall be in accordance with a schedule established annually by the Board of Directors.

**ARTICLE 11. Elections.**

**Section 11.01 Nominations.** The Committee on Nominations shall make the nomination for Treasurer each biennium on the odd-numbered years. It shall transmit the annual recommendation for President-Elect as a nomination. These nominations shall be filed with the Executive Director not later than sixty days prior to the opening of the Annual Business Meeting.

In addition to the nominations made by the Committee on Nominations, any delegate shall have the privilege of making nominations for Treasurer and President-Elect from the floor. Such nominees from the floor must meet requirements set out in section 4.05 and be seconded by at least four Member Boards.

**Section 11.02 Recommendations.** A recommendation shall be presented to the NCEES Committee on Nominations by the respective zone representative to the Committee on Nominations for the office of President-Elect. Beginning in 2001, the order of rotation for President-Elect shall be Northeast Zone, Central Zone, Southern Zone, Western Zone and in the same order of rotation in the following years. Such recommendations by the respective zones shall be received by the chair of the Committee on Nominations as early as possible, but not more than fifteen days after adjournment of the last Interim Zone Meeting of the year.

The NCEES Committee on Nominations and all the zone nominating committees shall evaluate candidates against qualification-based criteria to

determine the slate of candidates for election by the Council.

**Section 11.03 Voting.** All elections shall be by ballot at the Annual Business Meeting. All elections shall be by a majority of votes cast unless otherwise stipulated by the Bylaws. The Committee on Nominations shall act as tellers.

**Section 11.04 Election of Vice Presidents.** Vice Presidents from the Southern and Northeast Zones shall be elected at their Interim Zone Meeting in odd-numbered years. Vice Presidents from the Central and Western Zones shall be elected at their Interim Zone Meeting in even-numbered years.

The Secretary-Treasurer of the zone shall file with the Executive Director the name of the zone-elected Vice President and Assistant Vice President not less than sixty days prior to the opening of the Annual Business Meeting of the Council.

**ARTICLE 12. Adoption and Amendments.**

**Section 12.01 Adoption.** These Bylaws shall become effective upon adoption by the Council at its Annual Business Meeting. For such adoption, a two-thirds affirmative vote of the Member Boards present and in good standing shall be required.

**Section 12.02 Amendments.** These Bylaws may be amended at any Annual Business Meeting by a two-thirds affirmative vote of the Member Boards present and in good standing. Any amendment proposed shall be sent to a Special Committee on Bylaws by the President at the President's initiative or as requested based on action by the Council. Any amendments recommended by a Special Committee on Bylaws shall be submitted to all

Member Boards at least sixty days prior to the date of the earliest zone meeting preceding the next Annual Business Meeting. Voting shall be by sections. All sections shall be considered in their proposed form, including punctuation and verbiage. Changes to the published amendments will not be permitted during the Annual Business Meeting. Copies of the proposed amendments to be voted upon shall be distributed in written form to delegates at the Annual Business Meeting.

**Section 12.021 Effective Date of Amendments.**

An amendment to these Bylaws shall become effective upon certification by the presiding officer at the Annual Business Meeting of a two-thirds affirmative vote of the Member Boards in good standing represented.







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