CONSTITUTION OF THE MIAMI CHAPTER
OF THE FLORIDA ENGINEERING SOCIETY

PREAMBLE

In 1955, members of the Miami Chapter of the Florida Society of Professional Engineers and members of the Professional Engineers Association of Southeast Florida, having met together in regular meetings for many months, recognized the efficacy of concerted action properly channeled through unity of purpose.

They further realized that although individual branches of engineering are confronted with problems peculiar to each, a common bond of unity exists among all professional engineers and technically trained persons.

Therefore, having recognized that service to Society, to the State and Community, and to the Profession can best be accomplished through a united group imbued with the spirit of service, the members of the two societies pledged themselves to the promotion and protection of the engineering profession as a social and an economic influence in the affairs of mankind by unification as a Chapter of the Florida Engineering Society.

ARTICLE I – NAME AND AFFILIATION

Section 1. Name: The name of this Chapter shall be the Miami Chapter of the Florida Engineering Society, hereinafter called The Chapter.

Section 2. Affiliation: The Chapter shall be a non-profit organization operating under charter from the Florida Engineering Society, hereinafter called the State Society, which is affiliated with the National Society of Professional Engineers, the objectives of all three being in substantial agreement.

Section 3. Territory: The Miami Chapter shall embrace Miami-Dade and Monroe Counties.

ARTICLE II – OBJECTIVES

The objectives of the Chapter shall be to promote and enhance the education, knowledge, welfare, ethical standards and best interests of the engineering profession, and the individuals engaged in the engineering profession, for the benefit of the profession and the general public.
ARTICLE III – MEMBERSHIP

Section 1. Qualifications: Chapter membership shall be limited to members of the State Society who have selected membership in the Chapter. State Society members shall become Chapter members upon payment of Chapter dues. Membership grades shall be the same as those of the State Society.

Section 2. Rights and Privileges: The privileges and rights of Chapter members shall be the same as those of the State Society, except as follows:

a. All Chapter members in good standing, except Student Members, shall have the right to vote on amendments of the Chapter’s Constitution and Bylaws and on the election of Chapter Officers.

b. Only Fellows and Professional Engineer members residing or employed in the Chapter area shall be eligible to hold the office of Chapter President, President-Elect, Vice President, or State Director.

c. All Chapter members, except Affiliate and Student Members, residing or employed in the Chapter area, shall be eligible to hold Chapter offices other than President, President-Elect, Vice President, or State Director.

d. Only Student Members representing an active Student Chapter, as defined by the State Society By-Laws who are elected by their chapter(s) and approved by their Faculty Advisor shall be eligible for consideration by the Board of Directors to become Student Chapter Representatives.

Section 3. Membership Status: The status of Chapter membership as regards good standing, delinquency, and loss and reinstatement of membership shall be the same as the State Society. Members of the State Society expelled or suspended by disciplinary action shall concurrently be expelled or suspended from Chapter membership.

ARTICLE IV – DUES

Annual Chapter dues shall be as specified in the Bylaws and shall be payable, through the State Society, at the time of payment of State Society dues.

ARTICLE V – ADMINISTRATION

Section 1. Officers: The Chapter shall have as elective officers a President, a President-Elect, a Vice President, a Secretary, a Treasurer, a State Director, the immediate Past-President, the Director of Publications, and Student Chapter Representatives and Chapter Directors, the number as determined in accordance with the Bylaws.
Section 2. Terms of Office: The terms of office of all Chapter officers shall begin at the close of the administrative year in which they were elected and shall be as follows:

a. The President, President-Elect, Vice President, Past-President, and Chapter Directors shall serve for one year.

b. The Secretary, Treasurer, and Director of Publications shall serve for two years; elections being held on alternate years so that the terms of office of Secretary and Treasurer are concurrent and overlap the term of office of Director of Publications by one year.

c. The State Director shall serve for three years.

d. The President-Elect shall succeed to the office of President upon completion of his term of office as President-Elect.

e. The President shall not immediately succeed himself in office.

f. The President shall succeed to the office of Past-President upon completion of his term.

g. Terms shall begin at the Annual Meeting Installation of Officers, as specified in the Bylaws.

Section 3. Vacancies:

a. Should the office of President be vacated, the Vice President shall automatically assume the office and duties of the President.

b. Should the office of President-Elect be vacated, it shall remain vacant until an election is held to fill the office. A special election may be held with balloting as described in the Bylaws.

c. Should the office of Past-President be vacated, it shall remain vacant until the end of the administrative year.

d. Should any other office be vacated, it shall be filled by appointment of the Board of Directors within 30 days following the occurrence of the vacancy. All officers so appointed shall serve only until the end of the administrative year; the membership shall elect officer to fill unexpired terms at the annual election.

Section 4. Board of Directors: The officers of the Chapter will act in the capacity of Board of Directors. The government and management of funds, properties and affairs of the Chapter shall be vested in the Board of Directors. The Board of Directors shall have the power to interpret the intent of the Constitution and Bylaws, and shall adopt administrative and professional policies to implement the principles and provisions thereof.
Section 5. **Emoluments:** No officer, appointee, committeeman, or other member shall receive a salary or compensation for expenses incurred, except as approved by the Board of Directors.

Section 6. **Administrative Year:** The administrative year shall coincide with that of the State Society.

Section 7. **Bylaws:** The Chapter may establish Bylaws which shall supplement the Constitution in administration of Chapter affairs.

Section 8. **Executive Committee:** The following seven (7) officers of the Chapter shall form the Executive Committee: the President, the President-Elect, the Vice President, the Secretary, the Treasurer, the State Director, and the Immediate Past-President. The Executive Committee shall function in a supplementary capacity to the Chapter’s Board of Directors, having specific duties limited to those assigned to it by the Constitution and Bylaws.

Section 9. **Policies:** The Chapter may establish Policies which shall supplement the Constitution and the Bylaws in administration of Chapter affairs. Policies of the Chapter shall not be in conflict with the Constitution or the Bylaws and shall not be used to modify or amend them.

Section 10. **Records of Current Documents:** The Secretary shall maintain a current and up-to-date record of the Constitution, Bylaws and Policies.

**ARTICLE VI – COMMITTEES**

The Committees of the Chapter shall coincide in title and function with those of the State Society. The President, with the approval of the Board of Directors, may create, dissolve, appoint and assign duties to as many Special committees as he deems necessary to conduct the affairs of the Chapter, except as restricted by the Constitution and Bylaws.

**ARTICLE VII – AMENDMENTS**

Section 1. **Methods of Proposal:** Amendments to the Constitution or Bylaws may be proposed by a majority of the Board of Directors or by petition of the general membership. The petition shall be signed by not less than ten percent (10%) of those Chapter members eligible to vote.

Amendments submitted by petition shall be submitted to the Board of Directors at a regular Board of Directors meeting, not less than 30 days before the regular Chapter meeting at which the nomination of officers is announced and shall be reviewed by the Board of Directors within 30 days. The findings of this review and recommendations of the Board of Directors may be included in the ballot.
Section 2. Balloting for Amendments to the Constitution: Proposed amendments to the Constitution shall be balloted in the manner prescribed in the Bylaws. Balloting for amendments to the Constitution shall coincide with balloting for election of officers, unless the Board of Directors votes to hold a special election. An amendment shall become effective only upon receiving the affirmative vote of two-thirds of the ballots cast.

Section 3. Amendments to the Bylaws: The Bylaws of the Chapter may be amended by an affirmative vote of a majority of the qualified voting members present at a regular Chapter meeting provided that the text of the proposed amendment shall have been presented to the Chapter members at the preceding regular meeting and shall have been circulated by email to the membership prior to the meeting at which the vote is taken. The Bylaws may also be amended by letter ballot as prescribed in the Bylaws. An amendment shall become effective only upon receiving the affirmative vote of a majority of the votes cast, except that no article, or portion thereof, in the Bylaws shall be in conflict with the Chapter Constitution.

Section 4. Policies: Policies shall be issued and amended by the Board of Directors, provided however that a majority of the members of the Executive Committee favor the policy or the policy amendment.

ARTICLE VIII – STATE SOCIETY CHARTER

The Chapter Constitution and Bylaws are supplementary to the State Society Charter and Bylaws. No provision of the Chapter Constitution and Bylaws shall be incompatible with the State Society Charter and Bylaws. Approved amendments to the Chapter Constitution and Bylaws shall be submitted to the State Society Board of Directors for ratification. Should certain portions of the Chapter Constitution and Bylaws be declared unacceptable by the State Society Board of Directors, that portion shall be voided. The remainder shall have full force and effect.

END OF CONSTITUTION

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BYLAWS OF THE MIAMI CHAPTER
OF THE FLORIDA ENGINEERING SOCIETY

ARTICLE I – MEMBERSHIP

Section 1. Removal from Chapter Office: Any officer may be removed from office as a result of written charges of malfeasance, misfeasance, or nonfeasance. A petition shall be initiated by not less than five Chapter members in good standing and filed with the Executive Committee. An opportunity shall be given the charged officer for a hearing before the Executive Committee prior to any action being taken. Upon completion of the hearing, the Executive Committee shall make a recommendation to the Board of Directors for action. However, if after having requested a hearing, the charged officer fails to appear, the Executive Committee may proceed to make its recommendation to the Board of Directors. Removal from office shall take place only by a majority vote of the Board of Directors.

Section 2. Removal from Chapter Committee: Any member of a Chapter Committee may be removed by an affirmative vote of the majority of the Board of Directors.

ARTICLE II – FINANCES

Section 1. Dues: Chapter dues amount shall be determined by the State Society Board of Directors. Dues for persons admitted to membership after the first day of the fiscal year shall be prorated in accordance with the State Society schedule. Dues shall be waived for Life Members, and any other member who has been granted a waiver of State Society dues.

Section 2. Fiscal Year: The Chapter fiscal year shall be October 1 through September 30.

ARTICLE III – ELECTIONS

Section 1. Elections: Elections for officers shall be held annually with at least one nominee for each open position, except for the Chapter Director position(s) for which there shall be at least as many names as there are positions per these By-Laws. Ballots shall contain the list of positions and the nominees’ names and space included for write-in candidates for each position to be filled. The ballots shall also list those officers and positions that will comprise the Board once the new Board is constituted but whose terms extend beyond the election. Additionally, the ballots shall include instructions for voting, a firm date for when they must be returned, and Board-approved proposed Amendments to the Constitution and/or By-Laws, if any.

This Article and its Sections do not apply to the positions for Student Chapter Representatives.

Section 2. Procedures and Preparations: Elections shall comprise a series of steps required of the President, the Board, and the Nominating Committee, herein defined, the purpose
of which shall be to have a new Board of Directors installed prior to the annual State Leadership Conference, and which shall sequence as follows:

a. The President shall name a Nominating Committee in the manner defined herein and present its composition to the Board of Directors at its January meeting for approval;

b. The Nominating Committee shall convene soon thereafter, determine the positions to be filled and their terms, and solicit a list of current members in good standing, from which it shall compose a draft ballot of officers, which is to be presented to the Board of Directors at its February meeting for approval;

c. The Nominating Committee shall accept nominations made at any time by members in good standing and shall open the March regular chapter meeting to nominations from the floor, as described herein, and officially declare the ballot closed to additional nominations upon conclusion of that meeting;

d. **Letter or electronic ballots shall be finalized and distributed to all members in good standing, providing for the canvassing period described herein;**

e. Ballots are to be returned so as to be received by the first Monday of May and canvassed immediately thereafter in the manner described herein, and after which date ballots received shall not be counted; and

f. Time being of the essence, allow for notification of the members and the State Society of the results of the elections, and provide for adequate preparations to be made of the Annual Officers’ Installation Meeting, as described herein.

Section 3. **Nominations:** Nominations for officers shall be made by a Nominating Committee. The Nominating Committee shall consist of five members, including the most recent available Past-President, who shall serve as chairman; the President-Elect; one member of the Board of Directors; and two members not currently holding a Chapter office. Members of the Nominating Committee shall be appointed by the President and approved by the Board of Directors.

The Nominating Committee shall agree on and shall report the name of at least one nominee for each office to be filled. This report shall be made to the members of the Chapter at the regular March chapter meeting. At this meeting, nominations for the floor will be accepted and added to the official list of nominees which is to be circulated for balloting.

Section 4. **Balloting:** Ballots shall bear the names of all nominees and shall provide space for the voters to write names of any other qualified choice for the respective offices. Ballots shall include proper instructions for voting, instructions for return, and shall specify the latest date for receipt by the Secretary.
Ballots shall be distributed at least 20 days and not more than 30 days before the regular June Chapter meeting. Only qualified ballots returned to the Secretary prior to five days before the stipulated date on the ballot will be delivered to the tellers for canvassing. The Secretary shall check the names of voters against a current list of members in good standing. The qualified ballots shall be delivered to the tellers.

Section 5. Tellers: The Nominating Committee shall act as tellers. In the absence of any member of the Nominating Committee, the Committee chairman may appoint a replacement.

Section 6. In the election for each office, the person receiving a plurality of the votes shall be declared elected.

Section 7. Announcement: The names of the elected officers, together with the vote tabulations and ballots, shall be transmitted to the Secretary before the regular May Chapter meeting, at which time the results of the election shall be announced by the Nominating Committee.

Section 8. Special Elections: Elections held at a time other than that prescribed for election of officers shall be termed Special Elections. A Special Election may be called only by a majority vote of the Executive Committee. The method of balloting shall be the same as for election of officers. The timing of the Special Election shall be as directed by the Board of Directors.

ARTICLE IV – CHAPTER DIRECTORS

The Chapter shall elect Five (5) Chapter Directors.

ARTICLE V – DUTIES OF OFFICERS

Section 1. General: The duties of the elected officers shall be those normally associated with their respective offices, as specifically set forth in the Constitution and Bylaws, and as are properly assigned to them by the Board of Directors.

Section 2. President:

a. shall have general supervision of the affairs of the Chapter;

b. shall serve as chairman of Board of Directors;

c. shall preside at meetings of Chapter and Board of Directors;

d. shall appoint, and serve as ex-officio, non-voting, member on all committees; and
Section 3.  President-Elect:

a.  shall prepare himself for progression to the presidency through active participation in Chapter affairs and through educational / training opportunities for chapter officer orientation; and

b.  shall serve on the Executive Committee and have the right to convene the Executive Committee into session for the execution of its duties.

Section 4.  Vice President:

a.  shall assume the office of President should the office of President be vacated;

b.  shall preside at meetings of Chapter and Board of Directors in the absence of the President;

c.  shall keep President and Board of Directors informed as to duties to be performed at stated times or intervals;

d.  shall serve as ex-officio, non-voting member on all committees; and

e.  shall serve on the Executive Committee and have the right to convene the Executive Committee into session for the execution of its duties.

Section 5.  Secretary:

a.  shall act in a corresponding capacity as assigned by the President;

b.  shall prepare and issue all ballots and special notices as directed by the Board of Directors;

c.  shall maintain an up-to-date Chapter mailing list;

d.  shall maintain a list of members in good standing for use in appointment of Nominating Committee, in selection of nominees for elective office, and in validation of ballots;

e.  shall, at the direction of the Board of Directors, prepare a Chapter Directory for distribution to the membership;

f.  shall serve as chairman of an ad-hoc Directory Committee which shall assist in the preparation of the Chapter Directory;
Section 6. Treasurer:

a. shall act as comptroller of accounts of the Chapter;

b. shall have custody of all Chapter funds;

c. shall make all collections and disbursements of Chapter funds as directed by the President or Board of Directors;

d. shall maintain accurate records and books of account of the Chapter;

e. shall prepare monthly reports for approval by the Board of Directors;

f. shall prepare and annual report for approval by the Board of Directors;

g. shall serve as chairman of an ad-hoc Budget Committee which shall prepare an annual budget for approval by the Board of Directors before the start of the fiscal year;

h. shall preside at meetings of the Chapter and Board of Directors in the absence of the President, Vice President, and Secretary.

i. shall serve on the Executive Committee and have the right to convene the Executive Committee into session for the execution of its duties.

Section 7. State Director:

a. shall be a member of the Board of Directors of the State Society and shall represent the Chapter at all meetings of said Board;

b. shall keep the Chapter informed of actions by the State Society;
c. shall present to the State Society Board of Directors matters considered by the Chapter to be of state-wide concern;

d. shall preside at meetings of the Chapter and Board of Directors in the absence of the President, Vice President, Secretary, and Treasurer; and

e. shall serve on the Executive Committee and have the right to convene the Executive Committee into session for the execution of its duties.

Section 8 Director of Publications:

a. shall be responsible for publishing a monthly Chapter newsletter which shall also serve as a meeting announcement for regular Chapter meetings;

b. shall maintain a file of each newsletter published;

c. shall serve as Chapter Historian and, as such, maintain a file of printed publicity and other pertinent reports of Chapter activities and accomplishments;

d. shall maintain custody of all Chapter correspondence and records except those covering the current and preceding year; any records over five years old may be discarded at his discretion;

e. shall create, maintain and update an electronic web-page on a timely basis.

Section 9 Student Chapter Representatives

a. shall have voting power on matters taken up by the Board of Directors.

b. shall consist of one representative from each university or college with a major campus within the Chapter area with an approved engineering curriculum program.

Section 10 Immediate Past-President:

a. shall act in the capacity as assigned by the President;

b. shall serve on the Executive Committee and have the right to convene the Executive Committee into session for the execution of its duties.

Section 11 Chapter Directors:

a. shall perform the duties assigned, or delegated to, by the President, including but not limited to acting as chairs of chapter committees or of other activities or events of the chapter.

ARTICLE VI – COMMITTEES
Section 1. Standing Committees: The Board of Directors shall update on an annual basis, or revise as frequently as necessary, the list of active Committees of the Chapter to coincide with the State Society’s committees in name and function. The list of active committees shall be implemented through chapter policies if necessary and amended as provided for herein. Amendments to the Bylaws will not be necessary to implement changes in the makeup, name or functions of Committees, unless the Board deems it so.

The only committee which will continue to be defined as to name and function shall be the Nominating Committee, which shall continue to function in the manner required by the Constitution and the Bylaws, and function in only those capacities, and independently from the State’s Nominating Committee.

Section 2. Duties: The duties of the standing committees shall be as defined by the State Society committee functions and as supplemented by the Board of Directors. Each committee shall be responsible for preparation of an annual report to the President outlining committee activities.

Section 3. Representation at State Society: The chairperson of each Committee shall be approved by the Board of Directors and shall represent the Chapter at the affairs of the State Society Committees.

Section 4. Special Chapter Committees: The President shall appoint special committees with specific goals, functions, and term to conduct the affairs of the Chapter or address specific needs or conditions. The term of the special committees shall expire with that of the President, unless re-appointed by the subsequent President and approved by the Board.

ARTICLE VII – MEETINGS

Section 1. Regular Chapter Meetings: In general, regular Chapter meetings shall be held each month at a regular time and place as may be set forth by the Board. The Board of Directors may approve the advancement, postponement, or cancellation of individual Chapter meetings to accommodate holidays, summer schedules, or other events.

Section 2. Board of Directors Meetings: In general, Board of Directors meetings shall be held each month at a regular time and place as may be set forth by the Board. The Board of Directors may approve the advancement, postponement, or cancellation of individual Board of Directors meetings to accommodate holidays, summer schedules, or other events.

Section 3. Annual Officers’ Installation Meeting: An annual meeting shall be held each year for the purpose of installation of new officers and shall be held as soon as practicable after the election results are announced, but no later than May 31 of the same year. Officers whose terms span more than one year and whose positions were not a part of the most recent election may be reinstalled at their option. Student Chapter representatives may be installed at any appropriate time to coincide with their chapter’s elections.

ARTICLE VIII – QUORUM

Section 1. General: Discussion may take place but no vote may be taken at an assembly except in the presence of a quorum. Polling of members individually shall not constitute or complete a quorum.

Section 2. Regular Chapter Meetings: A quorum at a regular Chapter meeting shall be two Chapter officers and five percent of the Chapter membership in good standing.

Section 3. Board of Directors: A quorum at a Board of Directors meeting shall be a majority of the members of the Board of Directors. For the purposes of obtaining a quorum when necessary to conduct time-sensitive business of the Chapter, the following shall be permissible:

a. Absent or vacant Student Chapter Representatives may be excluded from the number of members of the Board, upon a declaration of the exclusion being made at the commencement of a meeting of the Board and said action being duly recorded on the minutes of the meeting; and

b. Officers may participate via telephone conferencing or audio-visual Internet connection and their presence recorded as such on the meeting minutes.

Section 4. Electronic Voting: Electronic (email or facsimile transmissions) by the members of the Board of Directors shall be allowed, provided all Officers of each Board have electronic capability. Quorums for electronic voting shall comprise the entire Board of Directors.

ARTICLE IX – CHAPTER AUXILIARY

Section 1. Authorization: The Board of Directors may authorize the establishment of a Chapter Auxiliary.

Section 2. Membership: The membership of the Auxiliary shall be comprised of the family members of Chapter members in good standing that have paid the Auxiliary dues.

Section 3. Administration: The Auxiliary shall be responsible to the Executive Committee of the Chapter for its policies and projects. The initial Constitution and Bylaws of the Auxiliary and all subsequent amendments shall be subject to ratification by the Board of Directors of the Chapter.
Section 4. Liaison: The chapter shall appoint a Chapter Auxiliary Liaison as an advisor to the Auxiliary. All projects undertaken by the Auxiliary shall be with the advice and consent of the Liaison.

END OF BY-LAWS

History:
1955 The original Constitution and By-Laws were enacted.
1982 Constitution and By-Laws amended and ratified.
June 14, 2013 Amended by ballot vote June 14, 2013; ratified by State BOD August 7, 2014; 2013 edition in effect
October 1, 2018 Policy Amendments by Board of Directors vote October 3, 2018; ratified required by State BOD February 5, 2019