

**FLORIDA ENGINEERING SOCIETY  
NORTHWEST CHAPTER  
CHARTER**

**PREAMBLE**

Members of the Florida Engineering Society, Inc., recognize the efficacy of concerted action properly channeled through unity of purpose.

Therefore, recognizing that service to the Society, to the State, and to the Profession can best be accomplished through a united group imbued with the spirit of service, the Florida Engineering Society, Inc., pledges itself to the promotion and to the protection of the profession of engineering as a social and an economic influence in the affairs of mankind.

**ARTICLE I-NAME**

The name of this Chapter shall be Northwest Chapter, hereinafter called the Chapter. The Northwest Chapter area shall embrace Escambia and Santa Rosa Counties; and the headquarters of the Chapter shall be located within the Chapter area.

**ARTICLE II-PURPOSE**

The purpose of the Chapter shall be to advance the goals and practices of the Florida Engineering Society, Inc., hereinafter called the State Society, which are to advance the public welfare; to promote the professional, educational, 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 registration more meaningful in terms of individual achievement in engineering as reflected by education and practice.

**ARTICLE III- AFFILIATION**

The Chapter shall be, through its State Society, a non-integrated member of the National Society of Professional Engineers, hereinafter referred to as NSPE.

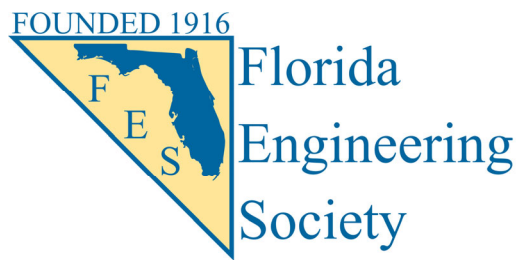
**ARTICLE IV-MEMBERSHIP**

1. Chapter membership shall be limited to members of the State Society residing or practicing in the Chapter area. State Society members shall become Chapter members upon payment of dues. Termination of State Society membership shall terminate Chapter membership. Membership grades shall be the same as those of the State Society.

2. All State Society members in good standing, except Student Members, shall be entitled to membership in a chapter and may be eligible for membership in a Practice Section subject to the Bylaws or standing rules of such Practice Sections.

3. Privileges and rights accorded to members in good standing:

- a. Members of the Chapter shall have the right to vote on amendments to the Charter and Bylaws.
- b. Members of the Chapter shall have the right to vote on Society officers.
- c. All Members, excluding Student and Exhibit/Sponsor Members, of the Chapter are entitled to hold the office of President, and President-elect.



#### **ARTICLE V**

The Chapter shall exist perpetually unless sooner dissolved by law or the State Society.

#### **ARTICLE VI-ADMINISTRATION**

1. The government and the management of the funds, assets, and affairs of the Chapter shall be vested in the Board of Directors, consisting of the President, President-Elect, Secretary, Treasurer, and the most recent living Past President. The Board may adopt administrative and professional policies as needed to implement the principles and provisions of the Charter and Bylaws. The Board shall have the power to interpret the intent of the Charter and Bylaws.

2. Each member of the Board shall have one vote.

3. The terms of all elective officers shall be 1 year to the office to which they were elected and shall run from August 1<sup>st</sup> to August 1<sup>st</sup>.

4. There shall be an Executive Committee of the Board, consisting of the President, President-Elect, and the latest living Past President. Within the provisions of the Charter and Bylaws, the Executive Committee shall act for the Board between Board meetings. All acts of the Executive Committee shall be subject to approval by the Board. The Executive Committee may act without Board approval only on time-sensitive matters requiring action before a Board meeting can be held.

5. The Chapter Board shall appoint a State Director to serve on the Board of the State Society. The State Director for the Northwest Chapter shall be the latest living past President when available. In the event of a vacancy, the President shall appoint a qualified member, subject to the approval of the Executive Committee, to serve the remainder of the administrative year.

6. No officer, appointee, committeeman or member shall receive a salary or compensation for expenses incurred except those approved by the Executive Committee.

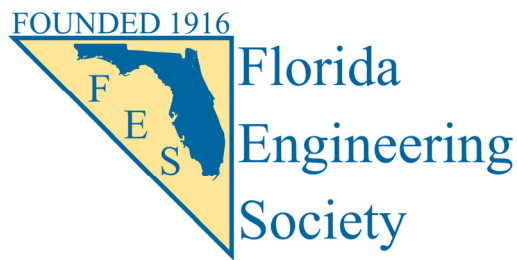
7. For vacancy of elected officers, other than the President, the President shall appoint a qualified member, subject to the approval of the Executive Committee to serve the unexpired term. Should the office of President be vacated, the President-Elect shall automatically assume the office and duties of the President

8. The membership shall adopt Bylaws of the corporation to further implement the intent of this Charter.

9. Regular meetings of the Chapter shall be held monthly at such time and place as the Board shall designate.

#### **ARTICLE VII-INDEBTEDNESS**

The highest amount of indebtedness or liability to which the Chapter may subject itself shall not exceed one half annual chapter dues.



#### **ARTICLE IX-CODE OF ETHICS**

1. The Chapter shall adopt a Code of Ethics adopted by the State Society. Membership shall be contingent upon agreement to conform with the Society's Code of Ethics, and failure to conform to the Code of Ethics shall be grounds for appropriate disciplinary action against any member.

#### **ARTICLE X-AMENDMENTS**

1. Amendments to the Charter and/or Bylaws may be proposed by a majority vote of the Board, a majority of the membership, The State Society, or by a petition signed by not less than five percent of those Chapter members eligible to vote.

2. An Amendment to the Charter shall be adopted only by a majority vote of the membership voting by electronic ballot, provided that the proposed amendment shall have been submitted to the Chapter membership at least 45 days prior to balloting.

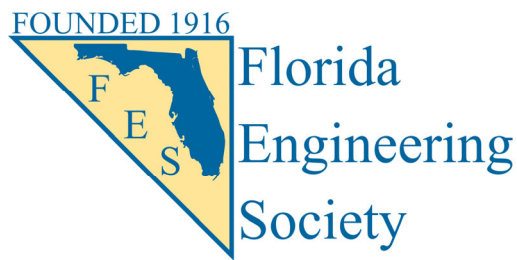
3. Amendments to the Bylaws shall be adopted by:

a. a majority vote of the eligible voters present at any regular or special constituted membership meeting, provided that the text of the proposed Bylaws or amendment shall have been submitted to the Chapter membership or published in the Chapter newsletter at least 15 days prior to voting, or

b. a majority vote of the membership voting by electronic ballot, provided that the proposed amendment shall have been submitted to the Chapter officers at least 15 days prior to balloting and that the voting period lasts a minimum of 7 days with amendment documentation provided with the ballot. The publication of the amendment documentation shall coincide with the release of the electronic ballot.

4. The Board of Directors shall have extraordinary powers necessary to facilitate putting into effect the meaning and intent of amendments and revisions to the Charter and Bylaws, during periods of transition, after such revisions and amendments are duly approved.

Adopted October 19, 2018 by electronic ballot.



**FLORIDA ENGINEERING SOCIETY  
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**ARTICLE I-MEMBERSHIP PROCEDURE**

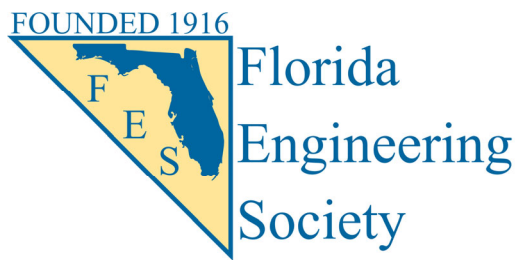
1. Membership Application. Applications for membership in the Chapter shall go through the State Society and shall adhere to all requirements of the State Society.
2. The Board shall have the power to accept or reject an applicant and to waive dues provided just cause is shown.
3. Resignations. Members resigning from membership shall be liable for payment of the current year's dues unless such resignation is received within thirty days following the annual billings for dues.
4. Discipline. Members of any classification may be expelled, suspended for a stated period of time, censured, or reprimanded by the Board. For any cause other than nonpayment of dues, such discipline shall occur only after the member charged has been advised of the complaint and has been given reasonable opportunity for defense and appeal.
5. A member shall be considered in good standing if annual dues are paid within 120 days of the date the dues become payable.
6. A delinquent member whose annual dues are not paid within 6 months of the date the dues become payable shall be removed from the membership rolls.
7. Any member, regardless of the date the membership was established, who has been removed from the membership rolls, may reinstate their membership at any time with payment of a full year of annual dues, and will then be invoiced for annual dues on the anniversary of their reinstatement. Any member who has been removed from the membership rolls that wish to reinstate their membership and maintain consecutive years of membership to comply with other sections of these bylaws may do so with the payment of all current dues and dues in arrears.

**ARTICLE II – DUES**

1. Chapter dues shall be set at \$20.00 per year, which will be collected by the State Society and distributed to the chapter.

**ARTICLE III-ADMINISTRATION**

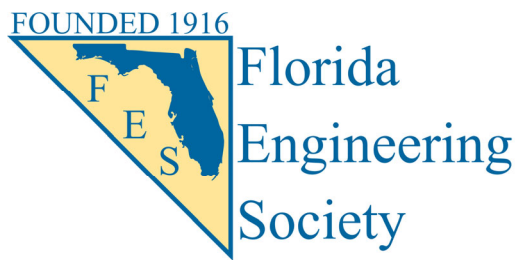
1. The Chapter's administrative year shall begin at the time and date the Chapter's officers are installed during regular Chapter Meeting, and the administrative year shall end at the time and date of subsequent Chapter Officer installation.
2. The duties of the Chapter Officers shall be as follows:
  - a. The President shall have general supervision of the affairs of the Chapter, preside at all meetings of the Chapter and Board at which the President may be present, and shall be an ex officio member of all committees.
  - b. The President-Elect shall take office as President-Elect at the close of the administrative year during which the President-elect was elected. The President-elect shall automatically become President at the close of the succeeding administrative year. In addition, the President-elect shall serve as the Scholarship Chair and MATHCOUNTS Chair. The President-Elect shall preside at meetings in the absence of the President.



- c. The Secretary shall keep an accurate record of the proceedings of the Chapter, Board meetings, and the Executive Committee. They shall issue all calls, emails, meeting notices, etc., as instructed by the Executive Committee and/or President. They shall conduct the correspondence of the Chapter and shall have custody of all books, papers and records, including appointment and election information, Charter and Bylaws revisions, and committee reports.
  - d. The Treasurer shall Maintain a set of books showing receipts and disbursements of the Chapter. They shall, at the beginning of the administrative year upon consultation with the Chapter President, and the Budget Committee, prepare an annual Chapter budget for the forthcoming fiscal year to be submitted for review and adoption by the Executive Committee at the first Committee meeting. They shall submit a financial statement of the Chapter at the last meeting of each fiscal year, which shall be audited as directed by the Executive Committee and the Sate Society. They shall also prepare and submit monthly financial statements for the information and review of the Executive Committee. They shall have custody of all funds of the Chapter and take appropriate measures to promptly establish bank accounts for the protection and appreciation of such funds. They shall be Comptroller of the accounts of the Chapter and shall make all collections and disbursements under the supervision of the President and/or as directed by the Executive Committee of by the Chapter.
  - e. The State Director be a member of the Board of Directors of the State Society and shall represent the Chapter at all meetings of said Board. They shall make all nominations from the Chapter for State Society Committee appointments based upon recommendations of the Chapter and concurrence of the Chapter Executive Committee, and in accordance with the administrative procedures of the State Society.
3. In the event of a vacancy in the office of President, the President-Elect shall serve as President for the remainder of the administrative year in which the vacancy occurs in addition to the administrative year for which the President-elect was elected. If the President-Elect, while acting as President, is unable to serve for the remainder of the administrative year in which the vacancy occurs, the Executive Committee shall select one of the vice presidents as acting President for the remainder of the administrative year.
  4. In the event of a vacancy in any other office, the President shall appoint a qualified person as "acting" to the vacant office, to serve for the remainder of the administrative year in which the vacancy occurs.

#### **ARTICLE IV-MEETINGS**

1. An Annual Meeting shall be held each year at a time and place to be designated by the Board for installation of officers and other pertinent Chapter business.
2. Regular Chapter meetings shall be held monthly, unless specifically excepted by the Executive Committee, at a time and place to be determined by the Executive Committee.
3. The Board shall hold at least 6 regular meetings a year, Special meetings of the Board may be called by the President, or by a majority of the Board by letter ballot. Board may also meet by teleconference by direction of the President.
4. Robert's Rules of Order (Revised) shall govern matters of parliamentary procedures at all meetings of the Society and of the Board.



#### **ARTICLE V-ELECTION OF OFFICERS**

1. Officers shall be elected as follows: The Nominating Committee hereinafter provided for shall submit to the Chapter Secretary at least ninety (90) days prior to the date of the Annual Meeting names of nominees for each office to be filled. The list of nominees shall be sent to the members, or published in the official publication of the Chapter at least sixty (60) days prior to the Annual Meeting and giving them thirty (30) days in which to file additional nominations after the list is released. Additional nominations may be made by letter addressed to the Chapter Secretary containing the name of the nominee and the signature of the endorsers. The endorsers shall be members of the Chapter in good standing, and the number of endorsers shall not be less than (1) percent of the membership of the Chapter. If there are no additional nominees, the list of nominees as submitted by the Nominating Committee shall be declared the new officers by acclamation. If there are additional nominees, electronic ballots containing the names of the official nominees and the additional nominees shall then be sent by the Chapter Secretary to all qualified voters at least thirty (30) days before the date of the Annual Meeting.
2. The candidate for any office having the largest number of votes shall be elected. Should there be a failure to elect any officer because of a tie, members at the Annual Meeting or at a specially called meeting shall proceed to elect such officer from among the members in good standing at the meeting, voting on only the candidates so tied, with a majority of votes cast being required to elect.
3. In the event that there is only one volunteer for any given officer position, officer(s) shall be selected by an agreement of the current active officers and or president. In this scenario voting will not be required.

#### **ARTICLE VI-COMMITTEES**

1. The Board shall create, dissolve, appoint, and assign duties to as many committees as it deems necessary to conduct the affairs of the Chapter and the State Society, except the Nominating Committee as herein constituted.
2. Chapter committees shall be organized based on State Society standing committees. All standing committees shall be appointed by the President with the approval of the Executive Committee unless otherwise stipulated by the Charter or Bylaws. The Executive Committee shall each administrative year review the need for each committee and may, when in the best interest of the Chapter, choose not to appoint particular committees or to add, combine, or modify certain committees.
3. Nominating Committee. The Nominating Committee shall consist of the most recent living Past
4. President, the President-Elect, the President, and two additional members not presently serving on the Board to be appointed by the President with the approval of the Board. The most recent living Past President shall serve as Chair.

Adopted October 19, 2018 by electronic ballot.