

ARTICLE VII Officers (Governance)

Section 1. Designation. The officers of the Society shall be a president, a president-elect, a vice president, and a treasurer.

Section 2. Qualifications. To be eligible for election to an office, one must be a Licensed Member as defined in Article I of these Bylaws, and be a three-tiered National, State and Chapter member.

Section 3. Terms of Office. Each of the officers named in Section 1 of this Article, except the president ~~and treasurer (see Section 5 and 6 of this article)~~, shall be elected for a term of one year (the administrative year) and shall serve thereafter until a successor has been elected and installed.

Section 4. Election of Officers. The officers named in Section 1 of this Article, except the president, shall be elected by the members of the Society in the following manner:

A) A list of nominees submitted by the Nominating and Tellers Committee shall be circulated to the membership not less than ~~sixty-fourty-five~~ days prior to the annual election to be held each year at the annual membership meeting.

(B) Additional nominations for the respective offices may be made by written petitions containing the signatures of at least ~~thirty-ten~~ members eligible to vote provided that not more than ~~fourten~~ of those signing any one nominating petition shall be members of the same local chapter, and provided further that any such nominating petition shall reach the Society's secretary not later than thirty-five days prior to the date of the annual election.

(C) In the event that there is only one nominee for each office, those nominated shall be considered as having been elected by acclamation. In that event, the secretary, within five days after the deadline for nominations by petition, shall notify the Board of Directors in writing of the fact that those nominated have been elected by acclamation and shall publish a notice to that effect in the first subsequent issue of MSPE's official publication.

(D) In the event there is more than one nominee for one or more offices, official ballots shall be distributed through electronic means or USPS mailed at least thirty days preceding the annual election to all members eligible to vote, ~~together with a return envelope on which there shall be a line on which the member voting shall sign their name after having inserted a marked ballot in the envelope. The ballot shall be in such form as to prevent disclosure of a vote until it is opened at the direction of the Nominating and Tellers Committee.~~

(E) Upon receipt and validation of the ballots, respective signatures by the secretary shall deliver the results to, ~~the envelopes containing the ballots shall be delivered unopened to the Nominating and Tellers Committee, within seven days after the date of the election.~~

(F) The Nominating and Tellers Committee shall report the tabulation of votes to the Board of Directors ~~at its first meeting following receipt of the ballots by the Nominating and Tellers~~

~~Committee. Results of the election shall be published in the first issue of MSPE's official publication following the report to the Board of Directors.~~

Section 5. Office of President-Elect. The currently serving president-elect shall automatically succeed to the office of president at the beginning of the new administrative year, or sooner during the term of office as president-elect should the president become unable to serve.

~~Section 6. Office of Treasurer. The office of Treasurer shall be elected every two years in odd numbered years. The term of the Treasurer shall be two years (administrative years) and no member may serve more than two terms as Treasurer. The Treasurer for the administrative year 2000-2001 shall serve a one-year term.~~

Section 76. State Delegate to NSPE. The Board of Directors shall elect a delegate to the NSPE House of Delegates in accordance to NSPE Bylaw 13. The Representative serves a two-year term commencing on the conclusion of the NSPE Annual Meeting. The Representative is eligible to serve a maximum of two (2) consecutive terms. The election will be in odd numbered years.

Section 78. Inability of Elected Officers to Serve. In the event that either the duly elected president-elect or vice president for any reason is unable to serve, a special election to replace them shall be called by the Board of Directors to be conducted in the same manner as an annual election. In the event that the duly elected treasurer is for any reason unable to serve, the Executive Committee shall appoint a member to serve in their place and stead for the remainder of the term.

ARTICLE VIII Executive Committee (Governance)

Section 1. Establishment - Composition - Powers. There shall be an Executive Committee of the Board of Directors. It shall be composed of the following listed in order of authority: the president, who will serve as chair of the Executive Committee, the president-elect, the vice president, the treasurer, immediate past president, two members selected from the Board of Directors, and the young engineer representative.

Section 2. Selection of the two ~~Board of Directors~~at-large representatives.
~~During the annual membership meeting, the Board of Directors shall select two at-large representatives to serve on both the Executive Committee and Board of Directors. The two members from the Board of Directors shall be selected by the Board at the annual membership meeting.~~ The ~~board members at-large representatives~~ selected by the Board of Directors to serve ~~on the Executive Committee~~ shall not be from the same Chapter. ~~Selection to serve on the Executive Committee shall not increase the number of state directors allocated to any Chapter, as set forth in Article V, Section 3.~~ Any vacancies that occur ~~from the Executive Committee board of director~~ of the at-large representatives shall be filled by appointment of the Executive Committee.

Section 3. Executive Committee duties. Between meetings of the Board of Directors, the Executive Committee shall act for the Board of Directors and may exercise such powers as may be delegated to it by the Board of Directors.

Interim actions of the Executive Committee not taken pursuant to such a delegated power shall be subject to approval by the Board of Directors.

Section 4. Society Funds. The Executive Committee shall act as the Budget Committee and direct the handling and investment of the moneys of the Society.

Section 5. Meetings. The Executive Committee shall meet at the call of the president or upon the written request of a majority of the members of the committee. Upon such written request the president shall call a meeting of the Executive Committee. Meetings may be conducted in person or by means of telephone or electronic communication.

Section 6. Quorum. A majority of the total number of the members of the Executive Committee shall constitute a quorum for the transaction of business.

Section 7. Report of Actions to Board. At the regular meeting of the Board of Directors, the Executive Committee shall report to the Board the Committee's actions as well as any recommendations it may have for action by the Board.

ARTICLE IX

Executive Director (Administrative)

There shall be an Executive Director of the Society who serves as Secretary of the Society. The Executive Director may employ an assistant director or directors as may be needed from time to time by, and subject to the approval of, the Board of Directors. The Executive Director shall be employed by the Board of Directors for such length of time and shall perform such duties as may be stated and prescribed in the contract of employment.

ARTICLE X

Nominating and Tellers Committee (Administrative)

There shall be a Nominating and Tellers Committee composed of five Licensed Members or Members as defined in Article I, Section 2 and 3A of these Bylaws, one of whom shall be the immediate past president of the Society and shall serve as chair. The remaining four members shall be either past officers of the society or current directors who have been elected to the board by the chapters. No members of the Nominating and Tellers Committee shall be from the same chapter.

The Nominating and Tellers Committee for the following administrative year shall be elected by the Board of Directors at the Annual Membership Meeting. No member of a currently functioning Nominating and Tellers Committee shall be eligible for nomination to an office.

The Nominating and Tellers Committee shall solicit and collect applications for officer positions and conduct a process to ensure the applicant's eligibility, willingness and ability to serve. Upon majority approval of the Nominating and Tellers Committee, the chair shall submit a list of

nominees for each position to the Executive Director with a copy to each Society officer in sufficient time to be circulated to the membership not less than sixty days prior to the annual election.

ARTICLE XI
Professional Conduct Committee (Administrative)

Section 1. Establishment - Composition. A Professional Conduct Committee shall be formed when considered necessary by the Executive Committee. The committee shall consist of five Licensed Members appointed by the president who shall designate one member to be chair and each of whom shall serve a term as directed by the Executive Committee. Each Committee Member shall subscribe to the following oath:

"I, _____, of my own free will and accord do promise that I will fairly, impartially and to the best of my ability administer the work of the Professional Conduct Committee of the Missouri Society of Professional Engineers, and I further promise not to divulge to any person any information relating to discussions or decisions made within this committee except in line with committee duty, so help me, God."

Section 2. Duties. The committee shall:

(A) Make recommendations to the Board of Directors relating to the procedure for handling the alleged professional misconduct of engineers who are members of MSPE.

(B) Make recommendations to the Board of Directors pursuant to the "Procedures for Handling and Disposing of Alleged Professional Misconduct by a Member of MSPE."

ARTICLE XII
Professional Misconduct - Procedure (Administrative)

Section 1. Charges or complaints of alleged violations of the Code of Ethics or of laws and regulations governing the profession may be filed in writing by anyone having factual knowledge of the matters alleged. Charges concerning violations of the Bylaws may be filed by a member in good standing. Each member is responsible for rendering written reports of factual knowledge he or she has of alleged violations of the MSPE Code of Ethics. Such charges may be filed with the Executive Director or with the chair of the Professional Conduct Committee of the Society or of a chapter.

Section 2. An initial informal investigation of alleged violations will be made by the Professional Conduct Committee of the chapter concerned. When such informal investigations indicate that further investigation is advisable, the Society president shall direct the Society Professional Conduct Committee to conduct a formal investigation and recommend whether or not a hearing is warranted.

Section 3. A hearing will be conducted by the Professional Conduct Committee. The Professional