

AMENDED BY LAWS OF
THE IDAHO SOCIETY OF PROFESSIONAL ENGINEERS, INC.

ARTICLE I
Name

Section 1. The name of this corporation shall be IDAHO SOCIETY OF PROFESSIONAL ENGINEERS, INC., hereinafter called the "Society" or "ISPE".

Section 2. The Society shall be operated as a nonprofit cooperative association under Chapter 10, Title 30, Idaho Code, and as a tax-exempt organization under Section 501 (c) (6) of the Internal Revenue Code of 1954, as amended.

Section 3. The Society shall be a member state society of the National Society of Professional Engineers, hereinafter called the "National Society" or "NSPE". The Society hereby accepts the provisions of the Constitution, Bylaws and Code of Ethics of the National Society.

ARTICLE II
Purposes and Objectives

Section 1. Recognizing that service to the public, to the state and to the profession is a fundamental obligation of the professional engineer, the Society does hereby dedicate itself to the promotion and protection of the profession of engineering as a social and economic influence vital to the welfare of the community and all mankind, and does further dedicate itself to the following purposes and objectives:

- a. Protection of the public welfare by encouraging all qualified engineers to seek and secure registration with appropriate public agencies.
- b. Uniting of all qualified engineers of the State of Idaho in one organization.
- c. Advancement of the professional, social and economic interests of the professional engineer.
- d. Promotion of high standards of engineering education.
- e. Representation of the engineering profession in legislative matters.
- f. Cultivation of public appreciation for the work of the professional engineer through improved public relations.
- g. Development of the civic consciousness of members of the engineering profession.
- h. Establishment and preservation of high standards of ethical conduct in all professional matters.

ARTICLE III
Membership

Section 1. There shall be five (5) principal categories of membership in the Society, which are as follows: (1) Licensed Member, (2) Member, (3) Student Member, (4) Fellow Member, and (5) Honorary Member.

Section 2. A Licensed Member shall be defined as a person holding a valid license or certificate of registration as a professional engineer issued under the laws of any state, territory, possession or district of the United States, or province or territory of Canada; or the equivalent under the laws of any country, or a retired engineer who obtained and retained a valid license or certificate while in active practice in the profession until retirement.

Section 3. A Member shall be defined as a person of high moral character who is:

- a. A certified engineer-in-training (Engineering Intern), or the equivalent under the laws of any country, or
- b. A graduate engineer. A graduate engineer is one who has graduated from an engineering curriculum accredited by the Accreditation Board for Engineering and Technology (ABET); or has graduated from an engineering curriculum which is accredited by ABET within six years after graduation; or has been awarded a graduate engineering degree from a college or university which has one or more undergraduate engineering curricula accredited by ABET. For a graduate of an engineering curriculum in a foreign country, the applicant shall possess educational background equivalent to that attained from an engineering curriculum accredited by ABET.

A Member shall advance to the Licensed Member grade as soon as eligible by licensure.

Section 4. A Student Member shall be defined as one who is enrolled in an ABET-accredited engineering program or an engineering or pre-engineering program that leads to engineering licensure. A full time graduate student in engineering may choose any grade for which eligible, including student member.

Section 5. A Fellow member shall be a Licensed Member and approved by a peer review of Fellows. The peer review shall take into account, but not be limited to, such considerations as professional status and outstanding service to NSPE, the engineering profession and the public.

Section 6. An Honorary Member shall be defined as an individual whose knowledge and accomplishments deserve special recognition for contributions to the engineering profession. An Honorary Member shall not have voting privileges, may not hold office, and shall be exempt from paying dues. An Honorary membership shall be awarded upon the approval of two-thirds of the NSPE Executive Committee. At no time shall there be more than ten living Honorary Members of the National Society.

Section 7. Any current member holding a grade and not eligible for one of these grades shall be retained in the grade of Member until eligible for another grade of membership.

Section 8. All Licensed Members, Members, Student Members, Fellow Members, and Honorary Members of this Society shall be members of the National Society.

Section 9. All members other than Honorary Members and Student Members shall be entitled to vote at duly constituted meetings of the Society or when voting by ballot. Only Licensed Members may hold elected offices of the Society.

Section 10. A member may be expelled or otherwise disciplined by the Society for a cause as provided in these Bylaws.

Section 11. Sustaining Organization membership in the Idaho Society of Professional Engineers shall be available to any corporation, firm, or individual proprietorship doing business in Idaho and involved with the engineering profession by:

- a. Employing professional engineers who are members of the Society, or who are eligible for membership; or
- b. Providing technical services, products, and equipment to professional engineers; or,
- c. Educating and training engineering students and practicing engineers.

A Sustaining Organization shall not be considered as a Member and shall not be privileged to vote or hold office in the Society.

ARTICLE IV Applications and Admissions

Section 1. Application for Society membership shall be made in writing upon forms provided by the Society.

Section 2. Membership in the Society imposes the obligation to uphold the honor and dignity of the engineering profession. It is therefore required of all members of all grades to be familiar with ethical and legal standards, to observe them, to aid in preventing violations by others and to be familiar with the Society's policies and procedures relating to handling of alleged violations. Any person becoming a member of the Society shall agree to abide by the Constitution, Bylaws and Code of Ethics of the National Society and by the Articles of Incorporation, Bylaws and Policies of the Society. Any failure to comply with the foregoing requirement, or any conviction of a felony, shall be considered just cause for discipline as provided in these Bylaws.

Section 3. Any person who fails to maintain or classify his or her membership to the appropriate grade for which he or she is qualified shall be reclassified by the Board of Directors.

ARTICLE V Chapters

Section 1. The membership of the Society may be organized into Chapters. The Board of Directors may authorize and charter such Chapters, defining their geographical boundaries, as may best serve the membership of the Society. Each Chapter thus formed shall have a minimum of ten (10) members. All qualified members of each Chapter shall be members, regardless of grade, of the Society and the National Society.

Section 2. The Board of Directors shall have authority to make rules and regulations for chartering, combining or dissolving Chapters.

Section 3. Each Chapter chartered by the Society shall adopt such bylaws or rules for its operation as it may deem proper; provided that nothing contained therein shall conflict with or contravene the Article of Incorporation and Bylaws of the Society. Such bylaws and any changes thereto are subject to approval of the Board of Directors.

Section 4. Chapters shall engage only in activities which are consistent with professional ideals and ethics. Such activities shall be restricted to the geographical area for which each representative Chapter is chartered, except as the Board may authorize.

Section 5. In all matters of local concern not covered by the Articles of Incorporation and Bylaws of the Society, Chapters retain full autonomy but may call upon the National Society and the Society for advice, counsel and assistance.

Section 6. A Chapter organized in compliance with the provisions of the Articles of Incorporation and Bylaws of the Society may upon application receive a charter from the Society. All charters shall be issued by the Board of Directors and shall be signed by the President and Secretary-Treasurer of the Society.

Section 7. Prior to the Society's annual meeting, each Chapter shall elect officers and a director as required. The secretary of each Chapter shall send a report of such election results to the Secretary-Treasurer of the Society at least thirty (30) days prior to the date fixed for the Society's annual meeting.

Section 8. The Board of Directors may authorize and issue charters for Student Chapters that are approved engineering colleges or institutes of technology. Rules and regulations for the organization and operation of Student Chapters shall be determined by the Board of Directors and shall be designated according to the policies of the National Society. Each Student Chapter shall have a faculty advisor who shall wherever possible be a member of the Society. The Student Chapter faculty advisor shall be appointed by the Society on the recommendation of the dean of the college or school involved. Each Student Chapter shall have a liaison officer from the sponsoring Chapter who shall not be directly affiliated with the college or school. The liaison officer shall be appointed by the sponsoring Chapter.

ARTICLE VI Board of Directors

Section 1. The Board of Directors of this corporation shall consist of the latest living resident Past-President, the President, the President Elect, the Secretary-Treasurer, the Chapter Director of each Chapter of the Society, the National Director, and the Junior National Director.

Section 2. The Board of Directors shall have the power:

- a. To call special meetings of the members of the Society when they deem it necessary.
- b. To conduct, manage and control the affairs of the Society and to make rules and regulations consistent with the laws of the State of Idaho, the Articles of Incorporation or the Bylaws of the Society for the guidance of its officers and for the management of its affairs.
- c. To cause to be kept a complete record of all proceedings of the Board of Directors.
- d. To cause to be issued to the members certificates or membership cards evidencing their membership in the Society.
- e. To establish and appoint such standing committees as are deemed appropriate by the Board of Directors and to prescribe the membership and duties of such standing committees.
- f. To direct the investment and care of funds of the Society and make expenditures for specific purposes.
- g. To adopt a budget and cause the accounts of the Secretary-Treasurer to be audited not less than once a year.
- h. To consider all questions brought before it involving the rights of standing members, regardless of grade, of the Society, and to hear and decide all questions affecting the conduct of members, in accordance with the procedures established in Article XX of these Bylaws, and all questions affecting the conduct of Chapters, the Board's decision in all such matters to be final.
- i. To provide for and superintend the publication and distribution of records or transcripts of proceedings of the Society, and to publish and appoint an editor for an official periodical for the Society.
- j. To create such reserve funds as the Board of Directors shall deem appropriate. A vote of three-fourths (3/4) of the members of the Board of Directors shall be required to authorize expenditures from any reserve funds.
- k. To appoint and constitute one or more advisory committees comprised of such persons as the Board may designate, which persons need not be members of any grade of the Society, and to establish and define the duties of same.
- l. To retain appropriate staff when financial and other conditions warrant, and may fix the duties and compensation of such position.

Section 3. No Director shall receive a salary or compensation by reason of serving on the Board of Directors, except that reimbursement for expenses incurred by a Director in behalf of the Society may be approved by a vote of a majority of the Directors; provided that any Director requesting such reimbursement may not participate in any such vote.

Section 4. There shall be an Executive Committee on the Board of Directors consisting of the President, the latest living resident Past-President, the President-Elect, the Secretary-Treasurer and the National Director(s). The Executive Committee shall, to the extent permitted by the Articles of Incorporation and these Bylaws, act for the Board between Board meetings. All actions of the Executive Committee shall be reported to the Board at the next meeting of the Board following such actions.

ARTICLE VII Director's Meetings

Section 1. The regular annual meeting of the Board of Directors shall be held in conjunction with the annual membership meeting, and notice of such annual Directors' meeting is not required to be given.

Section 2. Regular meetings of the Board of Directors shall be held at least twice following the annual meeting. These Board meetings shall be held at approximately equal intervals. Notice of these regular meetings of Directors shall be given in the same manner as with respect to special meetings of Directors.

Section 3. Special meetings of the Board of Directors may be called at any time by the President or by the Secretary-Treasurer under the direction of at least twenty-five percent (25%) of the Directors. Notice of special meetings shall be given by the Secretary-Treasurer by providing the same to each Director at least three (3) days before the date of such meeting. If all members of the Board of Directors are present at any meeting, however called or notified, the actions taken at such meeting are as valid as if taken at a meeting otherwise called and notified. Waiver of notice of said meeting by any Director may be filed with the Secretary-Treasurer or entered upon the record of the meeting either before or after the holding thereof. The certificate of the Secretary-Treasurer that notice of a special meeting has been served, as hereinabove provided, shall be prima facie proof of such service.

Section 4. At any meeting of the Board of Directors a quorum for the transaction of business shall consist of at least one-third (1/3) of the members of the Board. At least three (3) of the members present must be officers.

Section 5. At any meeting of the Board of Directors all questions shall be decided by a majority vote cast by the Directors who are present and eligible to vote.

Section 6. Special meetings of the Board of Directors may be held at a location within or without the State of Idaho, as the board may by resolution provide.

Section 7. Each Director of a Chapter chartered by the Society shall attend the meetings of his Chapter for the purpose of inquiring into the condition of the profession and for providing communication between Chapter membership and the Society.

ARTICLE VIII Ballots of the Board

Section 1. At any meeting of the Board of Directors attended by less than all Directors, and in the event that the prevailing vote on any decision constitutes less than a majority of all Directors, any Director may call for a ballot of the entire Board. In such case, the Secretary-Treasurer shall submit the question to all members of the Board by ballot within one (1) week of the date of the original action. A majority of all votes received within fifteen (15) days of the date of sending the ballots by the Secretary-Treasurer shall decide the issue, provided votes are received from at least two-thirds (2/3) of the total membership of the Board of Directors.

Section 2. The Secretary-Treasurer shall record as part of the minutes of each meeting of the Board data concerning each ballot requested, including the dates of sending of the ballot and its return and the names and votes of all Directors voting. The Secretary-Treasurer shall notify all Directors of the results within four (4) weeks of the date of the Board meeting at which any ballot is requested.

ARTICLE IX Officers

Section 1. The officers of the Society shall consist of a President, President-Elect, Secretary-Treasurer, National Director, and Junior National Director. The President Elect and Secretary Treasurer shall be elected by the membership of the Society and shall hold office for one (1) administrative year or until their successors are duly elected and qualified, unless sooner removed from office by the membership of the Society. The Secretary-Treasurer may serve successive terms. The President-Elect elected the previous year shall succeed to the office of President. The National Director shall

be elected for a term of two (2) years. The Junior National Director shall be elected for a term of two (2) years and shall succeed to the office of National Director upon completion of the National Director's two-year term.

Section 2. Eligibility for nomination, election or retention of a position as an elective officer of the Society, which elective officers are the President, the President-Elect, the Secretary-Treasurer and the National Director(s) shall be contingent upon residence in the State of Idaho.

Section 3. The Board of Directors may require that the Secretary-Treasurer and ISPE staff be bonded in an amount determined by the Board, but in such event the expense of securing the bond required shall be borne by the Society.

ARTICLE X Duties of Officers

Section 1. The President shall be the chief executive officer of the Society. The duties of the President are:

- a. To preside over all meetings of the membership and of the Board of Directors.
- b. To sign, as President, all membership certificates or cards and all contracts, deeds, conveyances and other instruments as necessary to the transaction of the affairs of the Society authorized by the Board of Directors; provided, the board by resolution may authorize some person other than the President to execute instruments on behalf of the corporation.
- c. To appoint all committees and be a nonvoting member of all committees.
- d. To call special meetings of the Board of Directors when deemed necessary, and to call a special meeting of the Board of Directors upon the request of at least twenty-five percent (25%) of the members thereof.
- e. To provide general direction of the affairs of the Society, subject to the control of the Board of Directors, and to discharge such other and further duties as may be required by the Board of Directors in the proper conduct of the affairs of the Society.

Section 2. In the absence of the President, or in the case of his or her inability or refusal to act, the President-Elect and the latest living resident Past-President, in that order, shall perform the duties of the President, shall preside at meetings of the Society or of the Board of Directors and in such event shall have the same power and authority as the President.

Section 3. The President-Elect shall preside over the meetings of the Society or of the Board of Directors in the absence of the President. The principal activity of the President-Elect shall be examination of the Society and development of plans for the year in which he or she will serve as President.

Section 4. The duties of the Secretary-Treasurer are:

- a. To keep an accurate record of Society membership and minutes of meetings of the Society and the Board of Directors.
- b. To inform the President and the Board from time to time of duties to be performed at stated times or intervals.
- c. To issue all calls and notices as instructed by the President or the Board.
- d. To conduct all correspondence of the Society and have custody of all books, papers, records and documents of the Society.
- e. To maintain a complete record of past members of the Board and of Chapter officers.

- f. To maintain a set of books showing receipts and disbursements of the Society and the account of each member.
- g. To submit a complete report of the year's business of the Society at each annual meeting, which shall be audited as directed by the Board.
- h. To have custody of all funds of the Society and deposit such funds as directed by the Board.
- i. To pay out all monies of the Society as authorized and directed by the Board.

ARTICLE XI
Nomination and Election of Officers

Section 1. Nominations for elective officers shall be made by the Nominating Committee.

Section 2. The latest living resident Past-President shall serve as Chairperson of the Nominating Committee and each of the Chapters shall appoint one member to the Committee.

Section 3. One or more nominations may be made for each elective office, but no members of the Nominating Committee shall be eligible for nomination by the Committee.

Section 4. The Nominating Committee shall report the names of nominees to the Secretary-Treasurer at least fourteen (14) days before sending the annual ballot and the Secretary-Treasurer shall notify the membership of the names of the candidates recommended by the Nominating Committee at least forty-five (45) days prior to the Annual Meeting of the Society, notifying them of the procedures required to nominate a member not selected by the Nominating Committee. The Secretary-Treasurer shall send the ballots to the members entitled to vote at least thirty (30) days prior to the Annual Meeting of the Society. These ballots shall be the basis of election of the new officers. In addition, these ballots may be accompanied by proxy to be executed by voting members in good standing appointing the Secretary-Treasurer to enter the votes of individual members at any meeting at which matters other than the election of officers as specified on such proxies come before the Society.

Section 5. Additional nominations, which may include members of the Nominating Committee, may be made by petition signed by at least twenty-five (25) voting members in good standing. Nominations by petition must be in the hands of the Secretary-Treasurer forty-five (45) days before the date of the annual meeting.

Section 6. The Nominating Committee shall prepare a short biographical sketch of each nominee. Petitions for nominees shall also include as an attachment a short biographic sketch. The biographical sketches shall be sent with the official ballots.

Section 7. An official ballot shall be sent to each voting member in good standing of the Society. The ballot shall be in such form as to provide for proper identification. Return ballots must be received at Society headquarters at least one (1) working day prior to the first day of the annual meeting.

Section 8. A Tellers' Committee consisting of three members shall be appointed by the President. The President shall designate one of these appointees as chairperson. All ballots shall be delivered to the Teller's Committee for tabulation, and the Committee shall report in writing the tabulation of votes to the President and other members of the Board of Directors as soon as the tabulation is completed. The officers of the Society shall be elected by a plurality vote of individual ballots cast by voting members of the Society in good standing. Results of the election shall be published in the first issue of the Society's official periodical following such report.

Section 9. Should a vacancy occur in the office of President, the President-Elect shall assume the office. Vacancies among other elected offices shall be filled for the unexpired term thereof by appointment made by the Board of Directors. Vacancies in the position of National Director(s) shall likewise be filled for the unexpired term thereof by appointment of the Board. Any vacancy in a position as Chapter Director shall be filled by the affected Chapter.

ARTICLE XII
National Director(s)

Section 1. The Society shall be represented to the National Society by its National Director through the Western Region of the National Society of Professional Engineers. The National Director shall be elected by the Society for a term of two (2) years, and every National Director so elected shall be a voting member of the Board of Directors of the Society. The Junior National Director shall be elected to a two (2) year term and shall succeed to the office of National Director upon completion of the National Director's two-year term. In the event the National Director cannot represent the Society, the Junior National Director shall be the representative for the society.

ARTICLE XIII
Chapter Directors

Section 1. Each Chapter shall elect a Director to serve for a term of one (1) or two (2) years, as determined by the Chapter, and each Chapter Director so elected shall become a voting member of the Board of Directors of the Society. In the event the Chapter Director is unable to attend any meeting of the Board of Directors, said Chapter shall designate another Chapter officer to attend the meeting and be seated as Acting Chapter Director.

ARTICLE XIV
Membership Meetings

Section 1. All meetings of the membership of the Society, both regular and special, shall be held at the headquarters of the Society or at any other place, within or without the State of Idaho, as may be provided by resolution of the Board of Directors. The regular annual meeting of the Society shall be open to all members, regardless of grade, and their guests.

Section 2. The regular annual meeting of the membership shall be held prior to July 1st of each year, the exact date of which shall be fixed by the Board of Directors. The meeting shall be called by notice in writing given by the Secretary-Treasurer and sent to each member at least ten (10) days before the date of such meeting. Notice of time, place and purpose of any meeting of members may be waived by the written consent filed with the Secretary-Treasurer of any member entitled to vote or entered upon the records of the meeting, either before or after the holding thereof.

Section 3. Special meetings of the membership may be called by the President upon the vote of two-thirds (2/3) of the members of the Board or upon petition by twenty-five (25) members of the Society, regardless of grade. In the event of the absence, inability or refusal of the President to act, such meeting may be called by the Secretary-Treasurer. Notice of special meetings of the membership shall be given in writing by the Secretary-Treasurer and sent to each member at least three (3) days in advance of the date of the meeting, or notice of the time, place and business of any meeting of members may be waived by written consent filed with the Secretary-Treasurer and entered upon the records of the meeting, either before or after the holding thereof. The certificate of the Secretary-Treasurer that notice of special meetings has been served as required shall be prima facie proof of such service.

Section 4. At each regular annual meeting of the Society, twenty (20) members shall constitute a quorum for the transaction of business.

Section 5. At every meeting of the membership of the Society, each voting member shall be entitled to one vote. Tellers may be appointed by the President to receive and count the votes, and the Secretary-Treasurer shall keep a record of votes cast. The Secretary-Treasurer or the Chairman of the Tellers Committee shall announce the results.

ARTICLE XV
Nominations for Members of The Idaho
Board of Registration of Professional Engineers and Professional Land Surveyors

Section 1. The Idaho Board of Registration of Professional Engineers and Professional Land Surveyors, hereinafter called “the Board of Registration” shall be composed as required by Section 54-1204, Idaho Code.

Section 2. Nominations to fill expiring term vacancies of engineer positions on the Board of Registration shall be presented to the governor for appointment prior to May 15th in the year of appointment by the nominating committee. The Nominating Committee shall seek input from the Board of Registration and the Idaho Society of Professional Land Surveyors regarding desired qualifications of nominees or to discuss potential nominees.

Section 3. The Society shall also present nominations to the governor for appointment to fill any vacant unexpired engineer position term for which gubernatorial appointment is necessary. Nominations shall be made by a majority vote of voting members of the Society from names submitted by the Nominating Committee.

The Nominating Committee shall meet and submit not less than two (2) nominees to the membership except when the appointment is for the land surveyor position.

Section 4. Nominations to fill engineer's positions on the Board of Registration may also be made by a petition signed by ten (10) voting members of the Society, which petition must be received by the Secretary-Treasurer of the Society by March 15th.

Section 5. The list of proposed nominees shall be accompanied by a short biographical sketch of each, which shall be prepared by the Nominating Committee with respect to its proposed nominees and by petitioners with respect to their proposed nominees.

Section 6. The Secretary-Treasurer shall send the list of proposed nominees to the voting members of the Society together with the ballot for elective Society officers. The proposed nominee receiving the most votes cast shall be the Society's first nominee, and the proposed nominee receiving the second greatest number of votes cast shall be the alternate nominee.

ARTICLE XVI Committees

Section 1. The standing committees of the Society shall be:

- Awards
- Engineers' Week and Public Relations
- MATHCOUNTS
- Future City
- Annual Meeting/Convention
- Continuing Professional Development & Membership
- Audit
- Nominating
- American Council of Engineering Companies of Idaho (ACEC of Idaho)
- Professional Engineers in Construction
- Professional Engineers in Education
- Professional Engineers in Government
- Professional Engineers in Industry

Section 2. The vice chairperson of standing committees shall be appointed by the President-Elect. The vice chairperson shall become chairperson in the following year. The President shall appoint members of standing committees.

Section 3. Special committees may be appointed by the President.

Section 4. No committee shall execute any agreement, contract or instrument or otherwise purport to bind the Society without specific prior authorization from the Board of Directors.

Section 5. Each committee shall make an annual report to the Board and the Society.

Section 6. It shall be the policy of the Society to cooperate to the fullest extent with other organized groups of engineers within the State of Idaho. The Board of Directors shall provide, as required, for the formation of joint committees for the promotion of measures in harmony with the declared objectives of the Society.

Section 7. The duties and responsibilities of standing committees shall be as set forth in the Policies attached to these Bylaws.

ARTICLE XVII Affiliated Groups

Section 1. Local Chapter Auxiliaries may be established with the approval of Chapter membership. The purpose of an Auxiliary shall be to assist in promoting the best interest of professional engineers and the Society. The Auxiliary shall be responsible to the Chapter for its policies, including ratification of its bylaws and any other standing rules.

Section 2. Other affiliated groups may be authorized by the Board of Directors of the Society.

ARTICLE XVIII Dues

Section 1. The dues of the Society shall be determined by the Board of Directors and shall be in addition to National Society dues. Annual dues shall include a subscription to the official publication(s) of the National Society, and to the official periodical of the Society, when published.

Section 2. The procedure for billing and collecting all dues shall be determined by the Board, but shall be consistent with the requirements of the National Society.

Section 3. All schedules and conditions for payment of dues, delinquency, expulsion for nonpayment of dues and reinstatement shall be determined by the Board, but shall be consistent with the requirements of the National Society.

Section 4. A member shall be considered in good standing if dues are remitted within three (3) months of the due date. If the dues of any member remain unpaid for three (3) months after the due date, said member shall be listed as "delinquent" and shall be removed from the membership list for publications issued by the Society. If the dues of any member remain unpaid six (6) months after the due date, said member shall be dropped from the rolls of the Society. The request of such person for reinstatement must be accompanied by dues for the current year.

Section 5. A member shall become eligible for Life Membership with waiver of dues after meeting the qualification set forth in the National Society Constitution and Bylaws.

Section 6. A chapter may request Retired Member status for a member meeting the qualifications for this grade as set forth in the National Society Constitution and Bylaws. The dues for a Retired Member shall be fifty percent (50%) of the regular dues.

Section 7. After five (5) years of continuous membership, a member may apply in writing for waiver of one-half (1/2) of dues because of disability of a total and permanent nature. After ten (10) years of continuous membership, a member may apply in writing for a waiver of all dues because of disability of a total and permanent nature. Such application, if approved by the Chapter (if any) and the Society, shall be submitted to the National Society for final approval.

Section 8. Chapters and Affiliated Groups may assess additional dues to support local programs.

Section 9. A Sustaining Organization shall pay dues based on the total number of employees in accordance with a fee schedule as determined by the board.

ARTICLE XIX
Discipline

Section 1. Charges or complaints of alleged violations of the National Society Code of Ethics or of laws and regulations governing the profession of engineering may be filed in writing with the Society by anyone having factual knowledge of the matter. Charges concerning alleged violations of the Articles of Incorporation, Bylaws or other rules of the Society may be filed in writing with the Society by a member in good standing. Each member is responsible to submit written reports of any factual knowledge he or she has of alleged violations of the Code of Ethics. Such charges may be filed with the Secretary-Treasurer of the Society.

Section 2. An informal investigation of alleged violations will be made by the Ad Hoc Ethical and Professional Practices Committee of the Chapter concerned. When such information investigation so advises, the Society President shall appoint an Ad Hoc Ethical and Professional Practices Committee and shall direct said Committee to conduct a formal investigation and recommend whether or not a hearing is warranted.

Section 3. Hearings will be conducted by a Hearing Committee of not less than three (3) Past-Presidents appointed by the President, which Committee shall render a decision in the matter for action by the state Board of Directors.

Section 4. The accused shall have the right to appeal the decision of the Hearing Committee to the Board of Directors.

Section 5. A two-thirds (2/3) vote of the Hearing Committee, or of the Board on appeal, shall be necessary to a finding sustaining a charge or charges. Thereafter, the penalty shall be determined by majority vote.

Section 6. Disciplinary action may be taken by the Society against a member who resigns his or her membership after charges of unethical conduct have been filed against such member, in which case the former member shall have the same rights of defense and procedure as prescribed for members in good standing. In the case of resigned members, the Society may issue a notice of censure or prescribe that the Society records show that such member shall not be eligible for membership for a stipulated number of years, or indefinitely, and may publish its findings.

Section 7. If a person is charged who is not a member, he or she will be advised of the charges and offered the service of the Society in investigating and adjudicating the charges. If he or she consents, the case will be handled in the manner established in these Bylaws.

Section 8. Any person filing charges will be notified of the final decision in regard thereto, and said decision shall be published in the official publication of the Society unless the Hearing Committee or the Board shall determine that the ends of justice would be better served by withholding the publication.

Section 9. The Board of Directors shall adopt and publish policies and procedures to govern the handling of complaints and charges. The procedures shall provide for due process, for representation and recommendations by counsel, for cooperation and exchange of information with and recommendations to the Board of Registration for examination and disposition of records, for use of advisory counsel by the Society and for cooperation with other organizations and the National Society.

ARTICLE XX
Headquarters

Section 1. The headquarters of the Society shall be located at such location as determined by the Board.

ARTICLE XXI
Fiscal and Administrative Years

Section 1. The fiscal year of the Society shall be from July 1 to June 30, inclusive.

Section 2. The administrative year of the Society shall be from July 1 to June 30, inclusive.

ARTICLE XXII
Checks and Drafts

Section 1. All checks, drafts and other orders upon the funds of the Society shall be drawn by such officers, agents or employees of the Society as the Board of Directors may from time to time designate.

ARTICLE XXIII
Seal

Section 1. This Society shall have a seal consisting of a circle, the center containing the words "CORPORATE SEAL" and on the circumference the words "IDAHO SOCIETY OF PROFESSIONAL ENGINEERS, INC."

ARTICLE XXIV
Official Periodical

Section 1. The Society shall, as funds permit, publish an official periodical to be published under a name approved by the board.

ARTICLE XXV
Order of Business

Section 1. The order of business at meetings of the Board of Directors shall be:

- Roll Call
- Seating of Acting Director(s)
- Reading of Minutes of Previous Meeting
- Reading of Communications
- Reports of Officers
- Reports of Committees
- Unfinished Business
- New Business
- Adjournment

Written reports are encouraged and will suffice for any of the above business items, unless the report requires specific action.

The President may alter the order of business if approved by a majority of the board members that are present.

Section 2. The order of business at the annual meeting of the Society shall be:

- Roll Call
- Reading of Minutes of Previous Annual Meeting
- Reading of Communications
- Reports of Officers
- Reports of Committees
- Unfinished Business
- Report of Tellers' Committee
- Introduction of Officers-Elect
- New Business
- Adjournment

Section 3. Robert's Rules of Order (current version) shall govern matters of parliamentary procedure of the Society.

ARTICLE XXVI
Amendments

Section 1. Amendments to the Articles of Incorporation or Bylaws may be proposed by a majority of the Board of Directors, or by a petition signed by not less than fifteen percent (15%) of the members of the Society in good standing. Amendments submitted by petition shall be reviewed by the Board before being submitted for ballot. The findings of said review may be transmitted to the members at the discretion of the Board.

Section 2. Proposed amendments to the Articles of Incorporation or Bylaws, together with a ballot, shall be sent by the Secretary-Treasurer to each voting member in good standing.

Section 3. Any ballot with reference to amendment of the Articles of Incorporation or Bylaws, and any other ballot, may be accompanied by a proxy to be executed by each voting member in good standing appointing the Secretary-Treasurer to enter the vote of the individual member at any meeting at which such matter shall come before the Society. Such proxy shall be revocable at any time and shall in any event expire not later than sixty (60) days from the date it is executed by any member.

Section 4. Any amendment of the Articles of Incorporation or Bylaws shall become effective only upon the affirmative vote of two-thirds (2/3) of the votes cast by voting members in good standing, provided at least twenty percent (20%) of the voting members in good standing have voted.

Section 5. Any amendment of the Articles of Incorporation or Bylaws adopted according to the procedure specified herein shall be effective thirty (30) days after the deadline for receipt of the ballot.

CERTIFICATE

We, the undersigned, constituting a majority of the duly elected Board of Directors of the IDAHO SOCIETY OF PROFESSIONAL ENGINEERS, INC, do hereby certify that the above and foregoing Amended Bylaws were approved by the membership of said corporation by ballot on _____, _____, and by a vote of at least two-thirds (2/3) of the Directors at a meeting of the Board of Directors held the ___ day of _____, _____, and that the above and foregoing are the Bylaws of said corporation.

Dated this ___ day of _____, _____.

President

Chapter Director – Magic Valley

President Elect

Chapter Director - Northern

Secretary Treasurer

Chapter Director - Southeast

National Director

Chapter Director – Southwest