

**RULES OF GOVERNANCE AND
OPERATION
OF THE
PROFESSIONAL ENGINEERS IN
PRIVATE PRACTICE**

**A PRACTICE DIVISION OF THE
NATIONAL SOCIETY OF
PROFESSIONAL ENGINEERS
(PEPP)**

I. NAME

- I.1. The name of the Division shall be the Professional Engineers in Private Practice, hereinafter referred to as PEPP.

II. AUTHORIZATION

- II.1. Authorization for the PEPP Division is contained in the NSPE Constitution, Article XIII, Section 1.
- II.2. Rules governing the operation of the PEPP division are contained in NSPE Bylaw 8.1.b., Practice Division Departments, Bylaws to the Constitution of the NSPE.

III. OBJECTIVES

- III.1. The objectives of PEPP shall be to support the aims of the NSPE, advance the public welfare, promote the professional, social and economic interest of the engineer in private practice and to encourage and develop a professional attitude among all professional engineers in private practice. All PEPP activities shall be based on the premise that the professional development of engineers is the responsibility of all engineers working together effectively.

- III.2. These objectives shall be met by

- III.2.1. establishing and supporting high professional standards of competence and ethical conduct,
- III.2.2. encouraging the continuing of licensure of qualified engineers,
- III.2.3. supporting the development of legislative and administrative policy which best serves the public,

- III.2.4. encouraging the participation by members of PEPP in community and civic affairs,
- III.2.5. promoting public knowledge of the work and achievements of engineers in private practice,
- III.2.6. advancing the professional development and economic interests of engineers through sound employment practices,
- III.2.7. serving the membership with quality programs based on their needs,
- III.2.8. affirming faith in and support of the free enterprise system,
- III.2.9. managing the finances of PEPP in a business like manner to strengthen and provide continuity for PEPP,
- III.2.10. continually improving the strength of PEPP and its service to the membership, and
- III.2.11. promoting continuing education.

IV. PROCEDURES

- IV.1. PEPP activities shall provide an effective forum for discussion and united action for engineers in private practice and provide the vehicle for communications and discussions with engineers in other Practice Divisions.

V. FISCAL AND ADMINISTRATIVE YEARS

- V.1. The fiscal and administrative years of the division shall coincide with those of NSPE.

VI. MEMBERSHIP

VI.1. Classifications

- VI.1.1. MEMBER - A Member of PEPP shall be a member in good standing of NSPE who is designated on the NSPE records as employed in private practice.
- VI.1.2. SECONDARY MEMBER – A member in good standing of NSPE with primary interest in another practice division may elect to have a

secondary membership in PEPP in accordance with NSPE policy.

VI.2. Office and Vote

- VI.2.1. The right to hold office and vote shall be limited to Members.

VII. OFFICERS

- VII.1. PEPP officers shall include but may not be limited to: Chair, Chair-elect, Past Chair, Secretary, six (6) regional Vice Chairs, an SSEC Representative and a Young Engineer Representative. The PEPP officers shall constitute the Executive Board.

VII.2. Executive Board Officers

- VII.2.1. PEPP CHAIR - serves as Chair and chief executive officer of PEPP and, as an NSPE Vice President the Chair represents PEPP as a member of the NSPE Executive Committee and the NSPE Board of Directors. The Chair-Elect, Past Chair, Secretary, and Vice-Chairs are responsible to and report to the Chair.

- VII.2.2. PEPP CHAIR-ELECT - serves as a member of the PEPP Executive Board and BOG in preparation for assuming the Chair and serves as the PEPP Chief Operating Officer.

- VII.2.3. PAST CHAIR - serves as a PEPP Executive Board member, PEPP Finance & Planning Committee Chair, PEPP Awards Committee member, and member of the BOG.

- VII.2.4. SECRETARY - serves as a member of the PEPP Executive Board as well as the BOG and records the activities of both groups.

- VII.2.5. VICE CHAIRS - there are (6) six Vice Chairs, each representing one of the (6) six NSPE regions in the nation. The Vice Chairs serve on the PEPP Executive Board and BOG while also being a member of one or more committees or councils, usually as the PEPP Executive Board Liaison.

- VII.2.6. SSEC and YOUNG ENGINEER REPRESENTATIVES - the SSEC and Young Engineer Representative positions on the PEPP Executive Board are voting positions.

VII.3. Board of Governors

- VII.3.1. The Board of Governors (BOG) shall be composed of Governors from each state, territory or other state society, plus, the PEPP Executive Board.

VII.4. Terms of office

- VII.4.1. The Chair shall hold office for one year and shall serve the subsequent year as Past Chair.

- VII.4.2. The Chair-Elect shall be elected for a term of one year after which the office of Chair shall be assumed.

- VII.4.3. The Vice Chairs shall be elected for terms of two (2) years in accordance with Operating Policy No. 1. Vice Chairs are eligible for re-election but may not serve more than two (2) consecutive terms in that office. No person may hold more than one office at the same time.

- VII.4.4. The SSEC and Young Engineer Representatives serve an annual term.

- VII.4.5. The Secretary shall be elected for a term of two (2) years. The Secretary is eligible for re-election without limitation on tenure.

- VII.5. Nominating procedures shall be as designated in Operating Policy No. 1.

- VII.6. Election of officers shall be as designated in Operating Policy No. 1.

- VII.7. In the event the Chair is incapacitated or otherwise unable to serve, the following procedures shall be implemented.

- VII.7.1. Should the vacancy occur prior to the commencement of the PEPP Winter Meeting, the Past Chair shall assume the office of Chair and serve

until the completion of the Winter Meeting at which time the Chair-Elect shall assume office, complete the unexpired term of office and then serve the term for which elected.

VII.7.2. Should the vacancy occur after commencement of the PEPP Winter Meeting, the Chair-Elect shall assume the position of Chair, complete the unexpired term of office and then serve the term for which elected.

VII.7.3. Should either 'a' or 'b' above be instituted, the office of Past Chair shall be filled by the most recent, available Past Chair.

VII.7.4. In the event of a temporary vacancy in the office of Chair, the Chair-Elect shall assume the position during the period in which the Chair is unable to serve.

VII.8. In the event an Executive Board member, with the exception of Vice Chair, is incapacitated or otherwise unable to serve, the following procedure shall be implemented.

VII.8.1. Permanent vacancies in the office of a Vice Chair shall be filled by the appointment of a member in good standing from the region by the Chair with the concurrence of the PEPP Executive Board.

VII.8.2. In the case of a temporary absence, a Vice Chair shall recommend an alternate to be seated in his absence as a voting representative at any official meeting of the PEPP Executive Board according to the following procedure.

VII.8.2.1. In the event of an anticipated absence, an elected Vice Chair shall recommend, in writing to the Chair, prior to an Executive Board meeting, an NSPE/PEPP member to serve as his alternate at the meeting.

VII.8.2.2. Prior to the Executive Board meeting, the Chair will

acknowledge the acceptance of a voting alternate who shall then be eligible for reimbursement of expenses in accordance with the current reimbursement policy for Vice Chairs.

VII.8.3. Permanent or temporary vacancies in the office of secretary shall be filled by appointment of a member by the Chair. In the case of a permanent vacancy, the appointment shall be subject to the concurrence of the PEPP Executive Board.

VIII. MEETINGS

VIII.1. BOG Meetings

VIII.1.1. The BOG shall meet at least once annually in conjunction with meeting of the NSPE.

VIII.2. Quorum shall be defined as follows

VIII.2.1. For the purpose of transacting business, a quorum of the BOG shall consist of Governors who collectively cast not less than one-third (1/3) of the total number of votes of the PEPP state societies, or who represent not less than one-third of the member state societies.

VIII.2.2. For the purpose of transacting business by the Executive Board, a majority of the Executive Board shall constitute a quorum. However, a vote of the majority of the total number of members of the Executive Board shall be required for the official conduct of any item of business.

VIII.3. All meetings of the BOG and the Executive Board shall be open to all members of NSPE.

IX. ADMINISTRATION

IX.1. The affairs of PEPP shall be governed by a BOG composed of the officers of PEPP and one elected or duly designated Governor representing each PEPP state society.

- IX.1.1. A PEPP 'state society' as used herein shall mean a state or district practice division that is qualified for representation on the BOG.
 - IX.1.2. A district is a voluntary alignment of two or more state societies that choose this means to meet requirements for certification (if any) and for practical organizational purposes.
 - IX.2. BOG Voting
 - IX.2.1. Unless otherwise specified, each PEPP state society shall have at least one vote on the BOG. PEPP has elected to establish weighted voting on the basis of one vote for each 50 members or fraction thereof.
 - IX.3. Officer Voting
 - IX.3.1. PEPP Executive Board members shall serve as officers of the BOG and shall each be entitled to one vote thereon. They shall not represent a state for voting for quorum purposes.
 - IX.4. Other Administration
 - IX.4.1. Between meetings of the BOG the affairs of PEPP shall be administered by the PEPP Executive Board.
 - IX.5. Funds
 - IX.5.1. Funds necessary for conducting the business of PEPP shall be obtained from those regularly included in the NSPE annual budget and appropriations, supplemented by funds generated by PEPP activities. Non-dues revenue may be obtained through approved programs.
 - IX.5.2. All funds shall be kept by the Treasurer of NSPE and shall be expended as directed by the BOG or the Executive Board. Policies as to travel, per diem, and other expenses shall be approved by the BOG, but shall not exceed those established by the NSPE.
 - IX.6. Minutes
 - IX.6.1. Minutes shall be kept of all meetings of the PEPP BOG and of the Executive Board. Minutes shall be available to all members of PEPP. A semi-annual report outlining PEPP's activities for the period covered, including a list of officers, shall be made to the NSPE Board of Directors.
 - IX.7. Other NSPE Practice Divisions
 - IX.7.1. PEPP shall cooperate with other NSPE practice divisions, committees, officers and the state societies to advance the interests of the entire profession.
 - IX.8. PEPP Employees
 - IX.8.1. PEPP may recommend the employment of personnel as additional employees of the NSPE staff to devote their interest and efforts on behalf of PEPP.
 - IX.9. Supplemental Rules or Policies
 - IX.9.1. These Rules of Government and Operation may be supplemented by the adoption of PEPP policies. These policies record statements, procedures, division positions on specific issues and guidelines approved by the Board of Governors or PEPP Executive Board which are intended to remain in force until revised or rescinded. Such policies may not be in conflict with the NSPE Constitution, Bylaws, Policies, and Procedures or with these Rules of Government and Operations.
- X. NSPE REPRESENTATION**
- X.1. The Chair will also serve as a Vice President of NSPE and as such is a member of the NSPE Board of Directors. The Chair may also serve, upon election by the Practice Division Vice Presidents, on the NSPE Executive Committee.
 - X.2. The Chair or the Chair's designee shall serve as a member of the NSPE Board of Directors and shall be eligible to vote thereon.

XI. COMMITTEES

- XI.1. There shall be a Nominating Committee established in accordance with Operating Policy No. 1. The Chair shall appoint committees charged with financial management, planning, teller, and such other standing or special purposes, as the Chair may deem necessary to conduct the affairs of PEPP.

XII. PARLIAMENTARY AUTHORITY

- XII.1. The rules contained in the current edition of Robert's Rules of Order (Most Current Edition) shall govern the Division in all cases in which the rules are applicable and consistent with these Rules of Government and Operation and any other special rules of order which the BOG may adopt.

XIII. AMENDMENT OR WAIVER

- XIII.1. Amendment

- XIII.1.1. These Rules of Government and Operation may be amended by a two-thirds (2/3) vote of the members of the BOG present and voting, subject to the approval of the NSPE Board of Directors.

- XIII.2. Proposed Amendments

- XIII.2.1. Proposed amendments to these Rules of Government and Operation shall be transmitted to each of the other practice divisions for information. Such transmittal shall also include an explanation for the recommended amendment or amendments.