

Each state director elected by a local chapter shall normally serve for a term of three years and until his successor is elected. State Director duties include:

- Represent their chapter at the 2 annual MSPE Board of Directors meetings (January and June)
- Communicate the chapter's position on state issues to state officers
- Support the Executive Committee and Board of Directors on actions taken at and between board meetings
- Not-for-profit directors and officers have three fiduciary duties under current law: the duty of care, the duty of loyalty, and the duty of obedience. I have attached information regarding Board of Directors Policies that we received from our accountant. Please make sure that your state directors receive this information before attending the first Board of Directors meeting in January!

## STATE DIRECTOR

In accordance with the Missouri Society of Professional Engineers' Articles of Acceptance and Bylaws, the governing authority of the State Society is vested in the Board of Directors. This authority carries with it the responsibility of insuring that the Society works for the advancement of the public welfare and promotion of the professional, social and economic interest of the engineering profession. For information on election of Directors, see MSPE Bylaws Article V.

### **Specific Duties**

- 1) Review and become familiar with MSPE's Articles of Acceptance and Bylaws. (at [www.mspe.org](http://www.mspe.org), About Us, MSPE Bylaws)
- 2) Review and understand each state committee's objectives and specific assignments.
- 3) Make an effort to know each member of the Society's paid staff. Become familiar with the Society's operation to determine if each staff member is performing his assignments and duties properly.
- 4) Become familiar with the responsibility of each Society officer and obtain information from the officers in order to become better informed of the Society's business.
- 5) Be knowledgeable of the financial status of the Society. Financial information can be obtained from the Society's Treasurer or Executive Director. Be prepared to answer such questions as -- Are all revenues received accounted for in a proper manner? Are all expenditures made by the Society necessary and cost effective? Are the activities that are being funded by the Society actually working toward the accomplishment of the goals of the Society?
- 6) Before each MSPE Board meeting (Winter-January, Annual Convention-June), review the actions taken by the Executive Committee since the last Board meeting to insure that you are familiar with each of the issues that will come before the Board.
- 7) Review all agenda items before each MSPE Board meeting (Winter-January, Annual Convention-June) and become knowledgeable of the issues involved. Discuss these agenda items with your chapter in order to receive their input and direction to forward to Board of Directors.
- 8) As soon as possible after each Board meeting, give a full report to the Chapter Officers, Directors and members.
- 9) Be supportive of actions taken by the Board once a majority decision has been made.
- 10) Set an example for members of chapter to emulate.

11) State AND Chapter Directors should be called upon to aid in contacting membership (Greeter at meetings, member on calling tree for meeting notification, delinquent member contact, etc.)

**ARTICLE V**  
**Board of Directors (Governance)**

Section 1. Eligibility

To be eligible for election to and to serve on the Board of Directors one shall be a Licensed member or a Member of MSPE as defined in Article I, Sections 2 and 3A of these Bylaws.

Section 2. Composition of Board. The Board of Directors shall be composed of:

(A) The two persons who last served, respectively, as president of the Society.

(B) The currently elected officers of the Society.

(C) One or more persons elected by each local chapter of MSPE as state directors as hereinafter provided in Section 3 of this Article.

*(D) The chair of each practice division.*

(E) Two representatives, as defined in Article VIII, Section 2, elected by the Board of Directors to serve on the Executive Committee.

(F) The Young Engineer Representative.

(G) The Society's representative to NSPE.

Section 3. Election of Directors. The number of state directors which each local chapter shall elect is to be determined in the following manner, subject, however, to such adjustments as the Board of Directors may make in order that the local number of state directors elected by the chapters shall not exceed twenty-eight.

The local chapter's membership, excluding students, as of each April 1, shall be used to determine the number of state directors to be seated from the chapter.

<u>Chapter Membership</u>	<u>Number of State Directors</u>
1 through 99	1
100 through 199	2
200 through 299	3
300 through 399	4
400 and above	5

The Executive Director shall report chapter membership status to the Executive Committee and chapter presidents during the last week of April. Upon recommendation of the Executive Committee, the Board may adjust the number of state directors set forth in the preceding paragraph.

Section 4. Terms of State Directors. Each state director elected by a local chapter shall normally serve for a term of three years and until his successor is elected.

Section 5. Vacancies in State Director Position. If a state director elected by a local chapter is unable for any reason to serve or to continue to serve as a director, the appropriate chapter shall promptly appoint a new director to fill the unexpired term.

Section 6. Young Engineer Representative. The Young Engineer representative shall be a member 35 years of age or younger as of January 1<sup>st</sup> of the year of election to the position and shall have demonstrated interest and involvement in the society. The Young Engineer Representative shall be elected by those younger members, having the same age qualifications that are in attendance at the Annual Convention. The Board of Directors must give its approval to the selected Young Engineer Representative, and if no Young Engineer Representative is forthcoming at the meeting, the Board of Directors may elect a qualifying representative. While the Board

may exercise discretion in their selection, first consideration shall be given to the previous year's Young Engineer of the Year selection. The Young Engineer Representative shall serve for a term of one (1) year beginning July 1 of the year of election.

Section 7. Powers. The governing authority of the Society shall be vested in its Board of Directors and such board shall control and manage the business affairs and funds of the Society and shall have authority to do and perform all acts and functions consistent with these Bylaws or with an action taken by the membership of the Society.

Section 8 Quorum. Fifty percent of the total members of the Board of Directors shall constitute a quorum for the transaction of business.

Section 9. Voting by Proxy Prohibited. Voting in the Board of Directors by proxy is prohibited, except that any state director may be represented at any Board of Directors Meeting by an alternate who shall be a member of and shall have been designated a minimum of seven days prior to the meeting to so act by the local chapter in question. Each director or alternate shall have and shall cast only one vote upon any question or proposition.

Section 10. Meetings of the Board. The Board of Directors shall meet at least twice each calendar year in regular meetings at the time and places determined and fixed by the Executive Committee provided that one such regular meeting shall be held in connection with the Society's annual meeting.

*Special board meetings shall be called by the president at the request of a majority of the members of the Executive Committee or at the request of at least one-fifth of the members of the Board of Directors, provided that the purpose of any such special meeting shall be set forth in the notice of said meeting and no business other than that specified in the notice shall be transacted.*

Section 11. Letter Ballot. The president may at any time direct the secretary to submit any question to the members of the Board by means of a letter ballot.