

# **CONSTITUTION AND BYLAWS OF THE SOCIETY OF FIRE PROTECTION ENGINEERS**

June 16, 2015

## **ARTICLE I**

### **Name**

The name of the organization is the Society of Fire Protection Engineers, Inc., hereafter referenced as "SFPE" or "the Society." The Society of Fire Protection Engineers is incorporated under the laws of the Commonwealth of Massachusetts, U.S.A., as a not-for-profit corporation of individual members with voting rights vested in the individual members of the corporation.

## **ARTICLE II**

### **Organization**

Section 1. The Society may receive, own and maintain funds, real property or personal property and use or apply the whole or any part of the income there from and the principal thereof, as necessary in the accomplishment of the purpose of the Society.

Section 2. No income or assets of the Society may be used by or for the personal profit of any individual, institution, or corporation.

Section 3. The affairs of the Society shall be directed by the duly elected Officers and Board of Directors.

Section 4. Upon any dissolution of the corporation, no member shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the corporation from any source, including its operations, after the payment of all debts and obligations of the corporation of whatsoever kind and nature, shall be paid over to the SFPE Educational and Scientific Foundation, a Massachusetts corporation, organized and operated exclusively for the purposes which are scientific, educational and charitable within the intentment of Section 501 (c) (3) of the Internal Revenue code of 1986, as may be amended from time to time.

## **ARTICLE III**

### **Purpose**

Section 1: The purpose of the Society shall be to advance the science and practice of fire protection engineering and its allied fields; to maintain a high ethical standard among its members; to develop fire protection engineering guidelines and standards; and to foster fire protection engineering education. For the purpose of this document and other SFPE documents, the terms fire protection engineering, fire safety engineering and fire engineering are synonymous.

Section 2. In accomplishing this purpose, the Society shall only engage in activities that are educational, scientific, charitable, or promote the practice of fire protection engineering. The Society shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

## **ARTICLE IV**

### **Members**

Section 1. There shall be four grades of membership as follows:

Section 2. Member (MSFPE). A Member shall be a person who supports the goals and objectives of the Society and does not qualify for another membership grade described by the Society.

Section 3. Professional Member (PMSFPE). Election to the grade of Professional Member shall be by vote of a special committee appointed by the Board of Directors, which shall determine the eligibility of the applicant. A Professional Member shall be a graduate of an engineering curriculum of accepted standing and shall have completed not less than four years of practice indicative of growth in engineering competency and achievement, three of which shall have been in responsible charge of fire protection engineering work. A post-graduate degree may serve in lieu of one year of engineering practice. If not a graduate of an engineering curriculum of accepted standing, a Professional Member shall have completed not less than the minimum number of years of practice indicative of growth in engineering competency and achievement, and the minimum number of years in responsible charge of fire protection engineering work as prescribed by the Society.

Section 4. Fellow (FSFPE). Election to the grade of Fellow shall be upon nomination by five Fellows or Professional Members, review and recommendation by a special committee appointed by the Board of Directors, and a favorable vote of the majority of the Board of Directors. The number of living Fellows at any time shall not exceed ten percent (10%) of the total Society's living membership. A Fellow shall have been a Professional Member for at least ten years. Election as Fellow shall be in recognition of service to the Society and significant accomplishment and stature in fire protection engineering.

Section 5. Student Member. A Student Member shall be enrolled full time in an engineering curriculum or an engineering technology curriculum of accepted standing.

Section 6. Annual dues and fees for each membership grade shall be prescribed by the Board of Directors.

Section 7. Any member in good standing, with the exception of Student Member, is entitled to one vote in the affairs of the Society and may hold elective office in the Society. Voting by proxy shall not be permitted.

Section 8. After due notice, and a hearing if requested by the member, the membership of a member of any grade may be suspended or terminated if the Board of Directors finds the member guilty of unethical professional conduct, conduct prejudicial to the best interest of the Society, or of falsification of membership application. Such action shall require a majority vote of the Board of Directors.

## **ARTICLE V**

### **Chapters**

Section 1. Groups of members of the Society in individual geographical areas desiring to form a local chapter for purposes of local advancement of the purposes of the Society may apply to the Board of Directors for authority to organize as a chapter. If authorized chapter status, the chapter shall be chartered as the " \_\_\_\_\_ Chapter" of the Society.

Section 2: The Board of Directors, on request from Student Members and a designated faculty advisor in colleges or universities of recognized standing, may establish student chapters. If authorized student

chapter status, the chapter shall be chartered as the " \_\_\_\_\_ Student Chapter" of the Society.

Section 3. In addition to provisions pertaining to the objectives and operations of the chapter, each chapter constitution and bylaws shall include indication of the geographic area from which the chapter solicits membership and the minimum number of meetings to be held annually. A chapter's constitution and bylaws shall not be in conflict with those of the Society.

Section 4. Chapters shall not incur financial or contractual obligations for which the Society may be responsible without approval of the Board of Directors, nor shall they engage in any political or other activities inconsistent with the governing documents of the Society.

Section 5: The Board of Directors may, after due notice, and a hearing before the Board of Directors or its designated representatives if requested by a chapter, disband any chapter which, in its opinion, does not meet the provisions of this article or acts in a manner inconsistent with the Society's governing documents or for conduct not in the best interest of the Society.

#### **ARTICLE VI** Meetings

Section 1. There shall be an annual business meeting of the Society, held at a time and place to be determined by the Board of Directors.

Section 2. Special business meetings of the Society may be called by the Board of Directors or by written application of at least ten percent (10%) of the members in good standing of the Society. Notice of such meetings shall be sent to members at least thirty (30) days in advance, stating the business to be transacted. Only the business on the agenda shall be considered.

Section 3. In order to transact business at any meeting of the Society, a quorum shall be at least five percent (5%) of members in good standing and present in person.

#### **ARTICLE VII** Officers

Section 1. The officers shall be a President, President-Elect, Secretary-Treasurer and Immediate Past President. Officers shall perform the duties as described for the office in this document and in the adopted parliamentary authority. The officers are in the official capacity to represent and speak on behalf of the Society as authorized by the Board of Directors.

Section 2. The President shall preside at meetings of the members, the Board of Directors and Executive Committee. Subject to confirmation by the Board, the President shall be empowered to appoint from the Board or the membership at-large, all standing and special committees as the need arises. The President shall be an ex-officio member of all committees, except the Nominating Committee.

Section 3. The President-Elect shall assist the President in fulfilling the duties of his or her office.

Section 4. The Secretary-Treasurer shall cause to be recorded all official actions of the Society and perform the duties usual to the office. The Secretary-Treasurer shall cause to be issued all notices of

meetings, assure that a register is kept of the members of the Society, and be responsible for causing the preparation of regular financial statements as requested by the Board and an annual report at each annual business meeting of the Society.

Section 5. The Immediate Past President shall assist the President in fulfilling the duties of his or her office.

Section 6. No member may hold more than one office at a time. Officers shall serve for a term of one year or until their successors are elected. The President-Elect shall automatically succeed to the office of President. The President shall automatically succeed to the office of Immediate Past President.

Section 7. In case of a vacancy in the office of President, the President-Elect shall assume the office of President for the unexpired term plus the next one year President's term. A special election shall be held to fill a vacancy in the office of President-Elect, unless the annual elections are scheduled to be held within ninety (90) days in which case the office will remain vacant and both a President and President-elect shall be elected. In case of vacancy in the office of Immediate Past President, the most recent past president consenting to serve shall assume the office for the remainder of the term. In case of vacancy in the office of the Secretary-Treasurer, the Board shall appoint a person to serve until the next regular election.

#### **ARTICLE VIII** Board of Directors

Section 1. The officers of the Society and up to nine (9) directors at-large, shall constitute the Board of Directors. The Chief Executive Officer shall serve as an ex-officio, non-voting member of the Board.

Section 2. The Board of Directors shall have general supervision of the administrative and financial functions of the Society, fix the time and place of meetings, employ a chief executive officer and elect individuals to serve on the Board of Governors of the SFPE Educational and Scientific Foundation when vacancies occur and as otherwise required.

Section 3. At the discretion of the Board of Directors, programs may be established to further the aims of the Society and particular groups with common interest.

Section 4. The Board of Directors may create an ongoing awards program to recognize both Society members and nonmembers. The purpose of each award and the selection procedure shall be prescribed in the standing rules. The President, the Board or the Executive Committee may also present special awards as needs may arise.

Section 5. Standing rules and policies shall be established to by the Board of Directors to govern the operations and activities of the Society. Such rules shall include procedures governing the use of the Society name, insignia and trademarks.

Section 6. The Society shall not be bound by any agreement, written or oral, unless the agreement has been approved by the Society in an annual or special meeting, or by recorded majority vote of the Board of Directors, or by the Executive Committee, or the Chief Executive Officer as authorized by the Board.

Section 7. The Board of Directors shall meet as often as may be necessary and at least twice each year, at such place as the President shall designate with concurrence from the Board. Notices of all meetings shall be sent to the Board of Directors at least fourteen (14) days before the date of the meeting. A quorum shall be a majority of those in office at the time of the meeting. Notice may be waived by the members of the Board in accordance with statutory requirements. Members of the Board present at a meeting shall be deemed to have received, or to have waived, notice. Except as otherwise provided, the vote of a majority of the Directors present and voting shall be the acts of the Board of Directors.

Section 8. Directors shall be elected for a three (3) year term or until their successors are elected. Terms shall be staggered so that approximately one-third (1/3) of the directors are elected annually. Directors may not be elected to more than two (2) consecutive terms. Service on the Board of Directors in any capacity shall be limited to ten (10) years.

Section 9. Vacancies may be filled by vote of the Board of Directors. An officer or director selected to fill a vacancy shall serve until the expiration of the term in which the vacancy occurred, or until the next annual election of officers, whichever occurs first. The period of time an officer or director is required to serve, to complete an unexpired term of another officer or director, shall not be included in the calculation of the term limitations set forth in these bylaws.

#### **ARTICLE IX** Committees

Section 1. There shall be an Executive Committee of the Board of Directors composed of the officers and the Chief Executive Officer who shall serve as an ex-officio, non-voting member. The Executive Committee shall act between meetings of the Board, if necessary. Actions taken are subject to review and approval by the Board of Directors, not later than the next meeting of the Board.

Section 2. The Nominating Committee shall consist of six members. Three members shall be elected by the Society in accordance with election procedures and three shall be appointed by the Board of Directors within sixty days after the annual business meeting. The chairman of the Nominating Committee shall be appointed by the Board of Directors from among members of the Nominating Committee. The Nominating Committee shall verify that the applicants for the position of Officer or Director of the Society are members in good standing and are eligible to serve; publish a list of eligible applicants and the office for which they applied; and nominate at least one eligible candidate for each vacant position for election as Officer or Director according to procedures established by the Board of Directors.

Section 3. Other committees, sub-committees or task forces may be established by the Board of Directors as it deems necessary to carry on the work of the Society and further the goals of the strategic plan.

#### **ARTICLE X** Nominations and Elections

Section 1. It shall be the duty of the Nominating Committee to report to the Secretary-Treasurer of the Society not later than 1 July, nominees for President-Elect, Secretary-Treasurer, Directors and members for the Nominating Committee for election in accordance with elections procedure. They shall propose at least one (1) candidate for each position to be filled.

Section 2. The Secretary-Treasurer shall advise the membership no later than 1 August of the Nominating Committee's candidates. Additional nominations for any officer or director position may be made by written petition signed by five percent (5%) of members in good standing and received by the Secretary-Treasurer not later than 1 September. A ballot (paper or electronic) stating the names of all candidates and their qualifications for elective office shall be returned within 30 days. A plurality vote shall elect. In the event of a tie between two or more persons for the same office, selection shall be made by the majority of the Board of Directors prior to 1 December from the persons so tied.

Section 3. The terms of office of those elected shall begin on 1 January.

#### **ARTICLE XI**

##### Chief Executive Officer

Section 1. The Chief Executive Officer shall be appointed by and be responsible to the Board of Directors, serving at its pleasure. The Chief Executive Officer shall not hold elective office in the Society or any of its chapters.

Section 2. The staff shall be under the direct supervision of the Chief Executive Officer who shall have the responsibility for performing such management functions as shall be specifically designated by the Board of Directors and as are routinely necessary to perform within the policies established by the Board of Directors. The Chief Executive Officer shall submit such reports to the Board of Directors and the membership as may be required. The Chief Executive Officer shall maintain or cause to be maintained such financial, membership, and other records as required.

#### **ARTICLE XII**

##### Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with this document and any special rules of order the Society may adopt.

#### **ARTICLE XIII**

##### Amendments

Section 1. A proposed amendment to the Constitution and Bylaws shall be submitted to the Secretary-Treasurer in written form and signed by at least ten percent (10%) of the members in good standing or shall be proposed by action of the Board of Directors.

Section 2. A proposed amendment shall be considered by the Board of Directors which may authorize distribution of a ballot on the proposed amendment together with any appropriate comments, or may hold the amendment for discussion at the annual business meeting of the Society.

Section 3. When a proposed amendment is submitted to ballot, the Secretary-Treasurer shall send to each member in good standing, a ballot stating the proposed amendment. Distribution of the ballot shall be within sixty days of authorization for the ballot by the Board of Directors, or discussion of the

proposed amendment at the Society annual business meeting. Voting shall be in accordance with election procedures established by the Board. Voting shall close thirty (30) days following the date the ballot was distributed.

Section 4: The adoption of the amendment shall require a vote in its favor of at least two-thirds of the votes cast. If approved, a proposed amendment shall take effect at the time the result of the vote is certified. The Secretary-Treasurer shall notify all members as soon as possible of the results.

***If these bylaws are approved, the following proviso will also be adopted in order to allow an orderly transition:***

***Be it resolved that, the members of the Board of Directors currently in office be eligible for election to an additional term, regardless of the current length of service;***