

**SOCIETY OF PIPING ENGINEERS AND DESIGNERS  
BY-LAWS**

**ARTICLE I. NAME, EMBLEM, PRECEDENCE, PURPOSE, COMPLIANCE, DEFINITIONS**

1. *Abbreviation.* The approved abbreviation of the name of the Society, where an abbreviation is proper, shall be SPED.
2. *Emblem.* The design, specification, and the guidelines for the use of the emblem of the Society shall be as prescribed by the Board of Directors.
3. *Precedence:* Where this By-Laws is in conflict with any prior By-Laws or Constitution, this By-Laws shall take precedence.
4. *Purpose:* The purpose of the organization is to advance the profession of piping design.
5. *Compliance:* The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(6) of the Internal Revenue code and regulations as they now exist or as they may be amended. The Corporation is organized pursuant to the Texas Nonprofit Corporation Act and does not contemplate pecuniary gain or profit and is organized for nonprofit purposes which are consistent with the provisions of Section 501 (c)(6) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended. All officers as well as those responsible for accounting and record keeping have a general duty to be vigilant in enforcing these requirements.
6. *Intent.* Corrections of a minor or typographical nature can be made with the approval of the BOARD as long as the intent of the passage is preserved.
7. *Definitions:* The following terms are used in this set of BY-LAWS:

BOARD: The SPED Board of Directors,

SPED: The Society of Piping Engineers and Designers.

SOCIETY: The Society of Piping Engineers and Designers.

Approved Chapter: A group of SPED members of a geographic locale who have submitted a set of By-Laws that have been approved by the BOARD.

Approved Section: Two or more SPED Chapters who have submitted a set of By-Laws that has been approved by the BOARD.

Director: At-Large, Chapter or Section Directors, depending on their method of nomination and election.

Chapter Member: Individual SPED Member who has attended at least one Chapter meeting within the fiscal year.

**ARTICLE II. ACCEPTANCE OF MEMBERSHIP**

1. *Applications.* Any individual, corporation or organization meeting the requirements as spelled out in the Society of Piping Engineers and Designers BY-LAWS may apply for membership in the Society.
2. *Procedure.* Completion of membership application and verification of credentials will qualify the applicant for submission to the Membership Committee or other representative designated by the BOARD.
3. *Notification and Acceptance.* All applicants shall be notified by letter from the Executive Director of their acceptance to the Society.
4. *Application Information Confidential.* All application information is confidential and shall not be released to anyone except those authorized by the Board of Directors to receive such information for processing application.

**ARTICLE III. MEMBERSHIP**

1. *Types of Members.* The types of membership shall be set by the board as follows:

|                      |  |
|----------------------|--|
| Honorary Members     |  |
| Corporate Members    |  |
| Small                | Organization with fewer than 75 employees (The price will include three individual memberships) operating in a single country  |
| Large                | Organizations with 75 or more employees (The price will include eight individual memberships) operating in a single country  |
| Global               | Organizations operating in multiple countries (The price will include one hundred individual memberships)  |
| Individual Members   |  |
| Student Members      | Full-time students working toward an AAS or higher Degree in Piping Design or Piping Engineering. Student Members shall not be considered voting Individual Members for society governance purposes. |
| Academic Institution | An institution of higher learning offering accredited degrees.   |

2. *Additional Classes of Membership:* The Board of Directors may modify and add to the classes of membership, provided their right to vote is defined by a stated number of individual memberships. Changes and additions to membership shall continue in force until ratified by the members present at the Annual General Business Meeting.
3. *Payment of Dues.* Dues shall be payable annually in advance on an annual basis. Annual dues payable by membership shall be set by the BOARD.
4. *Statements.* Not later than 30 days before expiration, the Executive Director shall mail to each member, at his latest address known to the Society, a statement of current indebtedness, if any, of the member to SPED and the amount of his dues for the ensuing year.

**ARTICLE IV. NOMINATION AND ELECTION OF OFFICERS**

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1. *Officers.* The officers of the Society and their Nomination, Terms of Office and Method of Election shall be:

| Officer                  | Term      | Nomination                      | Method of Election |
|--------------------------|-----------|---------------------------------|--------------------|
| President                | Two Years | Nominating Committee or Members | Members, at AGBM   |
| Executive Vice President | Two Years | Nominating Committee or Members | Members, at AGBM   |
| Vice Presidents          | Two Years | Nominating                      | Members, at AGBM   |

|                                     |                                     |                                 |                    |
|-------------------------------------|-------------------------------------|---------------------------------|--------------------|
| (As Decided by the BOARD)           |                                     | Committee or Members            |                    |
| At Large Directors (Three)          | Three Years                         | Nominating Committee or Members | Members, at AGBM   |
| Chapter Directors (Three)           | Three Years                         | Chapters                        | Members, at AGBM   |
| Section Directors (One per Section) | Three Years                         | Section                         | Section            |
| Treasurer                           | At discretion of Board of Directors | Board of Directors              | Board of Directors |
| Executive Director                  | At discretion of Board of Directors | Board of Directors              | Board of Directors |
| Secretary                           | At discretion of Board of Directors | Board of Directors              | Board of Directors |

*Officers.* The Officers shall be the President, Executive Vice President, Vice President, Executive Director, At-Large Directors, Chapter Directors, Section Directors, Treasurer and Secretary. The President, Executive Vice President, **At Large Directors and Chapter Directors are elected by the total individual membership of the SOCIETY participating in the vote.** Section Directors are elected within an Approved Section. All other officers are elected by the BOARD. The Board of Directors consists of the President, Executive Vice President, any Vice Presidents, Executive Director and all other Directors.

Transition at Time of By-Laws Adoption. Directors who are officers of Approved Chapters at the time of approval of these By-Laws will continue as Chapter Directors until their term is completed. Directors who are not officers of Approved Chapters at the time of approval of these By-Laws will continue as At-Large Directors until their term is completed. All other officers will continue until their term expires. Any Board member not present for three (3) Board meetings or more may be asked to resign, this is to be done in writing.

2. *Nominations.* Candidates for the offices President, Executive Vice President, Vice President and At Large Director shall be nominated by the Society Nominating Committee or any Individual Member. Not later than 30 days before the election, the committee shall nominate one candidate for each office available. The nominees so named shall be the official nominees. The BOARD may nominate a candidate at any time for any office. There will be no limit to the number of terms any officer or Director may serve.
3. The Society Nominating Committee will be comprised of three (3) or more Individual Members of the Society of Piping Engineers and Designers as appointed by the Board of Directors

Approved Chapter Nominating Committees will be comprised of 3 or more Individual Members of that respective SPED Chapter as appointed under their By-Laws.

4. Recommendations for nominations to any available Office of Vice President or Director may be made by the Society Nominating Committee or any Individual Member. This petition shall be accompanied by a letter from the Nominee in acceptance of the nomination and is to be filed with the office of the Executive Director no later than 30 days before the election.
5. If any nominee shall be found by the Board of Directors to be ineligible for the office for which he has been nominated or if a nominee shall decline such nomination or for any other reason should be or should become unavailable as a candidate for election to the office for which he has been nominated; or in the event that nomination for any office shall not be made as above

stipulated, the Board of Directors shall select a nominee for that office, which so selected shall be the Official Nominee.

6. *Qualifications.* Candidates for all offices shall be Individual Members in good standing, in any grade of membership of the Society. Candidates for the office of Vice President shall have had prior service on the Board of Directors unless specifically waived by the Board of Directors.
7. *Election Ballot - All Elective Officers.* An Election ballot and instructions for voting shall be emailed to each voting member at his address no less than 30 days before the vote. This mailing shall include names and respective companies and/or organization of all candidates for office. The election ballot shall include the name of the official nominee for office and the name of any nominee or nominees for office previously filed with the Executive Director.

When there is more than one nominee for an office, the name of the nominee who received the greater number of nominating votes shall appear first on the election ballot. Under the name of the nominees for each office, a space shall be provided on the ballot for the use of the voter if he desires to substitute another name. Nominations by Individual Members for all offices shall be distinguished from the official nomination by some convenient notation.

8. *Instructions for Balloting:* Directions for voting shall be issued with the ballots. Each ballot shall be cast at the annual general meeting. Absentee ballots may be submitted to the office of the Executive Director no later than 5 business days preceding the annual business meeting.

No count or listing of votes cast in any Society election shall be permitted until after the polls have been closed and then only by those officially appointed to do so.

9. *Rejection of Ballots.* Ballots incorrectly prepared or ballots submitted by members whose dues are six months or more in arrears shall be rejected. Ballots that violate any of the other published instructions for balloting may be rejected.
10. *Announcement of Election Results.* The Executive Director will announce the results of all elections as soon as all ballot counting has been finalized.
11. *Succession of Officers.* Any elected officer of the Society shall continue his service until his successor qualifies and takes office.
12. *Officers Pro Tempore.* If an office remains unfilled after the election or becomes unfilled for any reason, the BOARD can vote to fill this office on a Pro Tempore basis until that Officer can stand for election as described in these By-Laws.

#### ARTICLE V. DUTIES OF OFFICERS

1. *Duties of the Board of Directors.* The Board of Directors shall manage the affairs of the Society in accordance with the laws under which the Society is organized and with the **provisions** of the constitution. The Board shall also receive copies of the Annual State and Federal Tax Returns and required forms and evidence of their timely filing. The Board will certify the timely filing of all tax returns and forms by resolution in the next meeting of the Board of Directors.

**The fiscal year** of the Society shall be from September 1 to August 31.

2. *Duties of the President.* The President shall have general supervision over the affairs of the Society. He shall preside at meetings of the Society and of the Board of Directors. He shall be chairman of the Executive Committee and shall be ex officio a member of all committees. He shall deliver an address at the annual meeting or at some other business meeting of the Society during his term of office. The President is a voting member of the Board of Directors. He shall be a signatory on all society fiscal

accounts and retain highest level access to all society data and documents, including websites. The President shall employ the Operations Manager and the Executive Director with approval of the Board of Directors. Retiring Past President shall assist the succeeding President in assuming these authorities and responsibilities.

3. *Duties of the Executive Vice President.* In the temporary absence or disability of the President the Executive Vice President shall discharge the duties of the President. The Executive Vice President is a voting member of the Board of Directors. Retiring Past Executive Vice President shall assist the succeeding Executive Vice President in assuming these authorities and responsibilities.

*Duties of the Vice President.* The Vice President shall have general supervision over a specific area of society affairs as determined by the Board of Directors. He shall be considered a Director of the Society. He shall be given all powers and rights necessary to discharge the assigned duties. Progress on these duties shall be reported to the Board of Directors as determined by the Board of Directors.

4. *Duties of the Executive Director.* Under the direction of the President and the Board of Directors, the Executive Director shall be the executive officer of the Society.
  1. They shall attend meetings of the Society and of the Board of Directors and prepare a draft agenda thereof. In the absence of the Treasurer or Secretary, he/she shall perform those duties at the meeting.
  2. They shall be responsible for the collection of all moneys due the Society and of the transfer of such moneys to the accounts of the Society. He shall be a signatory on any society fiscal accounts.
  3. They shall exercise all customary managerial functions with regard to the financial transactions of the Society. He shall present annually to the Board of Directors a balance sheet of the Society's books as of August 31.
  4. They shall supervise the work of all employees of the Society and shall conduct and maintain full records of the correspondence of the Society.
5. *Duties of the Treasurer.* The Treasurer shall be the financial agent of the Society. The Treasurer shall be responsible for keeping or causing to be kept complete records of all monies received and disbursed by or on behalf of the Society, and shall secure proper receipt for all monies disbursed. The Treasurer shall be a member of the Society and eligible to vote and hold office. The Treasurer shall report to the Board of Directors, whenever requested, the financial condition of the Society as profit and loss, balance sheet and other formats as requested. **The fiscal year of the Society shall be from September 1 to August 31.** They shall be a signatory on any society fiscal accounts, corporate or tax filings. The Treasurer shall prepare all required filings in accordance with applicable laws, regulations and generally accepted accounting practices, with all required supporting documentation and records. An annual report shall be made to the membership at the AGBM.
6. *Duties of the Secretary.* Under the direction of the President and the Board of Directors, the Secretary shall serve as Secretary of the Board of Directors and of the Executive Committee of the Board of Directors and record the proceedings thereof and publish them for member viewing in a timely fashion.
7. Other Duties may be assigned by the BOARD to any officer.

#### **ARTICLE VI SPED FINANCIAL COMMITMENT TO EDUCATION**

The Society of Piping Engineers and Designers shall commit a percentage of the net income of SPED to further the education and advancement of the Piping profession. The percentage of net income committed will be determined by the Board of Directors on a year-to-year basis. These funds shall be dispersed to qualified educational institutions involved in the advancement of the Piping profession, scholarships to individuals pursuing a degree or higher level of training in the Piping profession or any

other worthwhile endeavors that leads to enhancement of the Piping profession as defined by the Board of Directors.

#### ARTICLE VI COMMITTEES

The Board of Directors shall appoint the members, designate the chairmen, and outline the duties of all committees, and such committees shall report directly to the Board of Directors and shall perform their duties under its direction. The Board of Directors may delegate its power of appointment in whole or in part to the President, with an obligation to report back for the records.

#### ARTICLE VIII MEETINGS

1. *Annual General Business Meeting.* The Annual General Business Meeting (also known as the Annual Meeting or General Meeting), a general business meeting of the Society, shall be held during the months of September through December, at the time and place designated by the Board of Directors. This is a mandatory meeting at which Directors are elected and the state of the society is reported to the members.
2. Other meetings of the Society may be held at such times and places as the Board of Directors may direct. If an election or governance vote is to be taken at such meeting, a 30-day notice to members is required.
3. *Meetings of the Board of Directors.* No fewer than two meetings of the Board of Directors shall be each year. One of these meetings shall be held within 30 days of the General Business Meeting. Officer and Director attendance and voting may be by electronic means.
4. *Quorums and Majorities.* The following quorums and majorities shall apply:
  - 1 Quorum of Board of Directors: Majority of Directors elected or pro-tempore, i.e., the total number of director positions minus the vacant positions.
  - 2 Majority of Board of Directors: Simple majority of Directors in attendance at a Board Meeting.
  - 3 Quorum of Meeting voting on Election or corporate Governance: None, provided all members are notified of the meeting 30 days in advance.
  - 4 Majority of Meeting voting on Election or corporate Governance: Majority of members present, provided all members are notified of the meeting 30 days in advance.
  - 5 Petition to offer an amendment to the constitution: Forty percent of the current members.
  - 6 Amendment of the Constitution or By-Laws by the Board of Directors: By the majority vote of the Board of Directors i.e., the total number of Director positions minus the vacant positions.
  - 7 Amendment of the Constitution or By-Laws by the Members: By a two thirds majority of members present at the AGBM.

#### ARTICLE VIII CHAPTERS AND SECTIONS

1. *Chapter.* A Chapter may be formed by approval by the Board of Directors a Chapter By-Laws, signed by a Chapter President, Vice President and Treasurer (or equivalent offices under the Chapter By-Laws) and a list of attendees exceeding 10 at a chapter meeting within one year of the date of the By-Laws voting in the majority to approve formation of a Chapter.
2. *Attendance.* Chapters will record their attendance at each meeting in electronic form and submit them at the end of the fiscal year. Each record will include the full name, phone, employer and email of the attendee (or listed separately for cross reference).
3. *Sections.* A Section may be formed from two or more Approved Chapters by approval by the Board of Directors a Chapter By-Laws, signed by for each forming chapter the Chapter President, Vice President and Treasurer (or equivalent offices under the Chapter By-Laws) and a list of attendees exceeding 10 at a chapter meeting within one year of the date of the By-Laws voting in the majority to approve formation of a Section.

4. Dues Sharing with Chapters and Sections. The Board shall adopt a policy to share dues collected during a fiscal year from Chapter Individual Members with their home Chapters. Dues will be shared after receipt of the Chapter and Section Attendance records in accordance with the policy. The Board shall decide the amount to be distributed.
5. SPED Chapter events are to be organized and promoted by local chapters, with attendance reports submitted to SPED Corporate main office post-event. Post-event report/summaries written in English can be posted at [spedweb.com](http://spedweb.com) if the chapter wishes. The report and photos (if available) must be received in publish-ready format (i.e., requiring no substantial additional editing or formatting).
6. SPED Chapter events are defined as being initiated and organized by the officials of a SPED Chapter. A SPED Chapter Event is exclusively attended by SPED members except for a limited number of invitees. A supplier or vendor's webinar or presentation to which SPED members have been invited by a non-SPED organizer is not a SPED Chapter event.
7. A SPED Chapter may not engage in contractual obligations that explicitly or implicitly obligate SPED's Corporate entity in anyway to provide or to do anything in regard to a contract that the Chapter engages in and SPED Chapters shall incorporate the requirement for this into their bylaws.
8. SPED Chapters shall post a disclaimer for presentations they host and SPED Chapters shall incorporate the requirement for this disclaimer into their bylaws:  
  
General Disclaimer – The content of this presentation and/or document represents the views of the presenter and/or author only. Nothing contained herein offers specific engineering advice or obliges the Society of Piping Engineers and Designers in any way or to any contract. For actual engineering advice, consult an engineer licensed to practice in your jurisdiction.
9. Chapter or Section Revocation. The Board may revoke the Chapter for non-adherence to Chapter By-Laws, Society By-Laws or other reason. Sections may be revoked if none of its chapters exist. Revocation proceeds as follows
  1. Board votes to notify the Chapter of its intent to revoke the Chapter citing the reasons for revocation;
  2. The Chapter has 30 days to respond in writing to the specific reasons and actions or plans to remedy cited reasons, signed by at least two-chapter officers. It must be signed by any current officer named in the intent resolutions;
  3. The Board either approves the Chapter explanation and remedial plans submitted by the Chapter, or, votes on the Revocation motion;
  4. Upon Revocation, assets and liabilities of the Chapter are discharged according to its By-Laws and no further business is conducted by the Chapter.
  5. Chapter Suspension. A SPED Chapter can be suspended if it becomes inquorate. Inquorate occurs when a SPED Chapter cannot elect a sufficient number of officers, under its own By-Laws, to hold a vote on any matter of business.

#### **Article IX: Rules of Order**

Roberts Rules of Order Revised shall be the authority for this **SOCIETY** in matters of procedure not specified above.