

# Constitution and By-Laws

Michigan Chapter  
of the  
Society of Fire Protection Engineers

Revised - March 2011

## ARTICLE 1

### NAME

- 1.1 The name of the organization shall be the "Michigan Chapter of the Society of Fire Protection Engineers".

## ARTICLE 2

### LOCATION

- 2.1 The location of the principal office of the Chapter shall be the Detroit, Michigan metropolitan area.
- 2.2 The Chapter shall solicit members from the Lower Peninsula of the State of Michigan and the adjacent areas of the State of Ohio, the State of Indiana, and the Province of Ontario, Canada.

## ARTICLE 3

### DEFINITIONS

- 3.1 **Board.** The Board of Directors of the Michigan Chapter of the Society of Fire Protection Engineers.
- 3.2 **Chapter.** The Michigan Chapter of the Society of Fire Protection Engineers.
- 3.3 **Member.** An individual who meets the criteria for membership and is current in payment of dues.
- 3.4 **Quorum.** A minimum number of members required to conduct official Chapter activity.
- 3.5 **Society.** The Society of Fire Protection Engineers.
- 3.6 **Term.** A period of 2 years.

## ARTICLE 4

### ORGANIZATION

- 4.1 The Chapter is established under the constitution of the Society of Fire Protection Engineers as incorporated under the laws of the Commonwealth of Massachusetts, as a not-for-profit chapter of individual members with voting rights vested in the individual members of the Chapter.
- 4.2 The Chapter shall speak only for itself and not for the Society.
- 4.3 The Chapter shall abide by the Constitution and By-Laws of the Society.
- 4.4 No individual shall speak for the Chapter. Statements to be attributed to the Chapter shall be approved by a majority vote of the Board.

## **ARTICLE 5**

### **PURPOSE**

- 5.1 The purpose of the Chapter shall be to advance the art and science of fire protection engineering and its allied fields, to maintain high ethical standard among its members and to foster fire protection engineering education.
- 5.2 In accomplishing this purpose, the Chapter shall not engage in any activity which is not educational, scientific, or charitable, except that which is done to foster inter-Chapter relations.

## **ARTICLE 6**

### **MEMBERSHIP**

- 6.1 Membership in the Chapter shall be open, but not limited to, individuals who hold a grade of Fellow, Honorary Member, Member, Associate, Affiliate, or Student Member in the Society.
- 6.2 All Members of the Chapter, except for Student Members, shall have voting privileges. Each Member is entitled to one vote in the affairs of the Chapter.
- 6.3 The Chapter encourages and accepts the support and participation of individuals in fire-related fields of endeavor and interest who are not members of the Society. The Chapter will accord these individuals the courtesies of regular Chapter publications and participation in meetings and other events upon submission of an application and payment of annual dues to the Treasurer. These individuals shall be known as Chapter Affiliates.
- 6.4 Any person otherwise qualified may become a Member or affiliate of the Chapter regardless of their location of residence or work.
- 6.5 All applications for Membership or affiliate shall be submitted to the Treasurer along with annual dues. The Treasurer shall notify the Board of new Members or affiliates and shall formally submit their name for entry on the Chapter email list.
- 6.6 By action of the Board, after due notice, and hearing if requested by the Chapter Member, the Membership of a Chapter Member may be terminated if the Board finds the Member guilty of unethical conduct within the profession, conduct prejudicial to the best interest of the Chapter, or falsification of Membership application. The affiliation of a Chapter affiliate may be terminated in the same manner. Any individual whose Chapter Membership or affiliation has been suspended or terminated may apply for reinstatement and the Board shall, in any such case, specify the procedure to be followed.
- 6.7 Honorary Chapter Member
  - 6.7.1 Honorary Chapter Member may be conferred upon any person who has rendered exceptional service to the Chapter and/or has made a substantial contribution to the profession of fire protection engineering.
  - 6.7.2 Nomination for Honorary Chapter Membership shall be approved by a two-thirds majority vote of the Board. Election to Honorary Chapter Membership shall be by a simple majority of voting Members returning ballots.

6.8 Life Chapter Member

- 6.8.1 Any retired Member, who has been a Chapter Member for at least ten years, is eligible to make application to the Board for Life Chapter Membership.
- 6.8.2 Election for Life Chapter Membership shall be by a simple majority of the Board.

**ARTICLE 7**

**THE BOARD**

- 7.1 The Board shall consist of the President, First Vice-President, Second Vice-President, Immediate Past President, Secretary, Treasurer, and four Directors.
- 7.2 All Board members, except for the Immediate Past President, shall be elected by a majority vote of ballots returned by voting members of the Chapter. No Board member may simultaneously hold more than one of the Board positions. All Board members shall serve without salary.
- 7.3 The President and a majority of the Board should hold the grade of Fellow, Member, or Honorary Member in the Society.
- 7.4 The President, First Vice-President, and Second Vice President shall not serve more than one term in any one office.
- 7.5 The Immediate Past President shall not serve more than one term.
- 7.6 The Secretary, Treasurer and Directors shall not serve more than two consecutive terms in any one office, except that the limitation on the terms of service for the Secretary and Treasurer may be waived by the Board, upon recommendation of the Nominating Committee.
- 7.7 All incoming Board members shall commence their term of office at the March meeting of the Chapter.
- 7.8 The resignation of any Board member shall be tendered to the President, the resignation of the President shall be tendered to the First Vice-President.
- 7.9 Vacancies in any Board position may be filled, until the next election, by majority vote of the Board.
- 7.10 Any Board member may be removed from their position upon a vote of 3/4 of the remaining Board members and a simple majority vote of the membership of the Chapter.

**ARTICLE 8**

**RESPONSIBILITIES OF OFFICERS & THE BOARD OF DIRECTORS**

- 8.1 The Board
  - 8.1.1 The Board shall formulate the policies of the Chapter, conduct business on behalf of the Chapter and perform such other responsibilities as may be prescribed by the Constitution and By-Laws.
  - 8.1.2 In order to conduct any business at a Board meeting, there shall be a quorum of at least 6 Board members.

## 8.2 President

### 8.2.1 Responsibilities of the President shall include:

- a. Preside at all meetings.
- b. Call meetings of the Board as considered necessary or by request of three or more members of the Board.
- c. Appoint special committees and standing committees as may be required, as well as chairpersons for these committees, subject to majority approval of the Board.
- d. Appoint a Special Committee to complete an annual audit of the Treasurer's books.
- e. Serve as an "Ex-Officio" member of all committees.
- f. Complete an annual report reviewing significant activities during the past fiscal year and present this to the membership and to the Society.
- g. If possible, should sit as a Senator at the Society Senate meetings, or designate an alternate for this duty. A designated alternate must be a member of the Society.
- h. Create an agenda for the Board of Directors meetings.
- i. Perform other duties usual to the office.

## 8.3 First Vice-President

### 8.3.1 Responsibilities of the First Vice-President shall include:

- a. Assume the duties of the President as requested by the President or in the event that the President is not readily available or is incapacitated.
- b. Serve as Chairperson of the Program Committee.
- c. If possible, should sit as a Senator at the Society Senate meetings, or designate an alternate for this duty, if at the time the Chapter Membership shall exceed 50 members. A designated alternate must be a member of the Society.

## 8.4 Second Vice-President

### 8.4.1 Responsibilities of the Second Vice-President shall include:

- a. Follow the First Vice-President in line of succession of authority in the management of the Chapter.
- b. Serve as Chairperson of the Membership Committee.
- c. Keep an up-to-date e-mail list and register of membership of the Chapter and Chapter Affiliates and submit a copy of same to the Board on at least an annual basis.
- d. Send, receive, and count the ballots for any vote of the membership or election of officers and report the results to the membership.
- e. Issue all notices of meetings.

8.5 Secretary

8.5.1 Responsibilities of the Secretary shall include:

- a. Follow the Second Vice-President in line of succession of authority in the management of the Chapter.
- b. Record all official actions of the Chapter
- c. Keep minutes of all meetings of the Board and of the Chapter and report same to all Members and Affiliates.
- d. Handle all official correspondence of the Chapter
- e. Other duties normally performed by a Chapter Secretary.

8.6 Treasurer

8.6.1 Responsibilities of the Treasurer shall include:

- a. Follow the Secretary in line of succession of authority in the management of the Chapter.
- b. Maintain the financial records of the Chapter and report same to the Chapter membership on at least an annual basis and to the Board and/or membership at the request of the President or a majority vote of the Board
- c. Receipt of all monies for deposit, including collection of dues
- d. Keep complete records of all financial transactions of the Chapter
- e. Inform the Second Vice-President of membership changes so that the e-mail list and register can be updated.
- f. Handle receipts and tickets for dinner meetings and special events
- g. Be responsible for delivery of all monies, vouchers, books and papers of the Chapter to the succeeding Treasurer at the March meeting of the Chapter or within one month thereafter.
- h. Be responsible for ensuring that the succeeding officers (see 12.3.2) are granted signature authority for all financial accounts within one month after the March meeting of the Chapter.

8.7 Directors

8.7.2 Responsibilities of the Directors shall include:

- a. Membership on a Standing Committee as appointed by the President.

**ARTICLE 9**

**COMMITTEES**

9.1 With the exception of the Nominating Committee, Standing or Special Committees may be composed of both Members and affiliates of the Chapter. (See 8.2.1 for committee appointments)

9.2 Committees shall assume duties specified in the Constitution and By-Laws of the Chapter and as assigned by the Board.

- 9.3 Committee actions shall avoid conflict in those areas which are clearly within the scope of the Society. In case of doubt, the Society should be consulted.
- 9.4 Committee members shall not place the Chapter in the position of giving fire protection engineering advice, either as an organization or by representation in the name of the organization.
- 9.5 Duties of committee chair-people shall include:
- a. Appointment of additional committee members as needed to complete the assigned task
  - b. Delegation of any duties to other Chapter Members or affiliates as required
  - c. Reporting findings/results at the Board meeting at the request of the President
- 9.6 Standing Committees
- 9.6.1 Program Committee: Having responsibilities for all Chapter program content, place of meeting, securing of speakers and all other arrangements as required. Chaired by the First Vice-President.
- 9.6.2 Membership Committee: Having responsibilities for oversight and coordination of activities necessary for maintaining a level of membership adequate to promote the objectives of the Chapter. Also responsible to solicit qualified individuals for membership in the Society. Each member of the board is tasked with obtaining new qualified members or affiliates for the Chapter.
- 9.6.3 Website Committee: Having responsibilities for updating information and content of the Chapter website.

<http://www.sfpe.org/Chapters/SouthEastMichigan.aspx>

9.7 Special Committees

- 9.7.1 Nomination Committee: Having responsibilities for nominating candidates for all Board positions. The Nominating Committee report shall be presented to the Board no later than the January meeting of the Chapter.

The Nominating Committee report shall include the statement:

"Nomination of any eligible candidate may be made by any Chapter Member for election to any office if the Candidate's name is submitted to the Secretary fourteen days prior to the mailing of the ballots, together with the signatures of at least five Members of the Chapter."

## **ARTICLE 10**

### **MEETINGS**

- 10.1 A minimum of 7 meetings shall be held each year. Meeting dates shall be the third Tuesday of September, October, November, January, February, March, and April. Meeting dates can be changed by the Program Committee, with approval of the Board.
- 10.2 Notice of regular and special Chapter meetings shall be sent to all Members and affiliates at least 10 days before such meeting.

- 10.3 The President may call a special meeting at any time and shall call such a meeting upon written request of 5 Members of the Chapter.
- 10.4 *Roberts' Rules of Order* shall govern the transaction of business in all meetings unless inconsistent with these articles.
- 10.5 Issues presented to the Membership for a vote by the Board, shall be decided by a simple majority of Members present.

## **ARTICLE 11**

### **ELECTIONS**

- 11.1 The election of all Board members shall be by secret ballot with ballots mailed to all Members of the Chapter no less than 15 days prior to the February meeting. Completed ballots must be returned to the Membership Chairman prior to the beginning of the business portion of the February meeting.

## **ARTICLE 12**

### **ADMINISTRATION**

- 12.1 The Chapter fiscal year shall begin on April 1 and end on March 31.
- 12.2 Dues
  - 12.2.1 The annual dues of each Member and affiliate, as set by the Board, shall be payable on or before April 1.
  - 12.2.2 New Members or affiliates attaining membership from February 1 through March 31 shall be considered fully paid for the next fiscal year.
  - 12.2.3 Chapter Members or affiliates who fail to pay their dues within 60 days after April 1 shall be suspended. Reinstatement shall be automatic if dues are paid within 6 months of the suspension. Failure to pay within one year of the specified due date will result in removal from the mailing list.
  - 12.2.4 Honorary Chapter Members and Life Chapter Members shall be accorded the privileges of the grade of Member without payment of dues.
  - 12.2.5 The Life Chapter Member may attend any regular meeting paying less than the Member rate. Students shall be accorded the privileges of the grade of affiliate without payment of dues and pay a reduced rate for meeting attendance.
  - 12.2.6 The Board of Directors shall set the price for attending regular meetings by a majority vote.
- 12.3 Expenditures and Appropriations
  - 12.3.1 No expenditure or appropriation of monies shall be authorized except by majority vote of the Board. This shall not include such necessary expenditures required by the Secretary or Treasurer for stationery, postage, incidentals, and transference of funds from Members and affiliates to caterers in conjunction with meetings.
  - 12.3.2 The President, First Vice-President and Treasurer shall be authorized to sign checks for the Chapter.
  - 12.3.3 All appropriations or expenditures shall be paid by check.



- 12.4 The Chapter shall not incur financial or contractual obligations for which the Society may be responsible without approval of the Board of Directors of the Society.

### **ARTICLE 13**

#### **AMENDMENTS**

- 13.1 Amendments to these Articles may be proposed by submission in writing to any Board member at any meeting.
- 13.2 Amendments shall become valid upon a two-thirds vote of Chapter Members present at any subsequent regular Chapter meeting (See Article 10).
- 13.3 All changes to these Articles shall be submitted to the Society's Board of Directors.