

The Practicing Institute of Engineering, Inc.

Bylaws

ARTICLE I – OFFICES

The principal office of the corporation is to be located in the City of and the County of Albany, State of New York. The corporation may also have offices at such other places within or without this state as the board may from time to time determine or the business of the corporation may require.

ARTICLE II – PURPOSES

The purposes for which this corporation has been organized are as stated in the Certificate of Incorporation.

ARTICLE III – MEMBERSHIP

1. QUALIFICATIONS FOR MEMBERSHIP

- A. Any person who is a professional engineer and is interested in the purposes and principles of the corporation and is willing to uphold its policies and subscribe to its by-laws may become a member upon written application and payment of dues as hereinafter provided.
- B. A partnership, corporation, firm or organization primarily engaged in any field of engineering and which is interested in the purposes and principles of the corporation and willing to uphold its policies and subscribe to its by-laws may become a member upon written application and payment of dues as hereinafter provided.

2. MEMBERSHIP MEETINGS

- A. An annual membership meeting of the corporation shall be held each year. The secretary shall cause to be mailed to every member in good standing at his or her address as it appears on the membership roll of the corporation a notice stating the time and place of the annual meeting.
- B. A quorum at a meeting of the members shall be one-tenth (1/10) of the total number of votes entitled to be cast; however, a lesser number may adjourn the meeting for a period of not more than four (4) weeks from the date scheduled by the by-laws and the secretary shall cause a notice of the re-scheduled date of the meeting to be sent to all members.
- C. A membership roll showing the list of members as of the record date, certified by the secretary of the corporation, shall be produced at any meeting of the members. All persons appearing on such membership roll shall be entitled to vote at the meeting.
- D. Each member in good standing shall be entitled to only one (1) vote on each matter submitted to a vote of the members. Any professional engineer member of a firm or organization or officer of a corporation may represent such firm or organization or corporation at any meeting of the corporation. In lieu thereof, any organization, firm or corporation may be represented at any meeting by any professional engineer member of its staff delegated by it in writing for that purpose, but each organization, firm or corporation shall be entitled to only one (1) vote on each matter submitted to a vote of the members.
- E. Special meetings of the corporation may be called by resolution of the board of trustees or by members entitled to cast ten (10) percent of the total number of votes entitled to be cast at such meeting. The secretary shall cause a notice of such meeting to be mailed to all members at their addresses as they appear on the membership roll at least ten (10) days but not more than fifty (50) days before the scheduled date of such meeting. Such notice shall state the date, time, place and purpose of the meeting and by whom called. No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

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ARTICLE III – MEMBERSHIP (continued)

2. MEMBERSHIP MEETINGS (continued)

F. The order of business at the annual meeting of members shall be as follows:

1. Roll call
2. Reading of the minutes of the preceding meeting
3. Reports of committees
4. Reports of officers
5. Old and unfinished business
6. New business
7. Good and welfare
8. Adjournment

G. Any one or more members of PIE may participate in an annual or special membership meeting remotely by means of conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time provided arrangements for such participation have been identified in the meeting notice and roll for the members participating at the remote location is established prior to any votes or action taken at the meeting.

3. MEMBERSHIP DUES

The board of trustees may, by resolution, levy initiation fees, dues and assessments on the members and may impose reasonable fines and other penalties upon the members for violations of the rules and regulations established by such resolution.

ARTICLE IV – TRUSTEES

1. MANAGEMENT OF THE CORPORATION

The corporation shall be managed by the board of trustees which shall consist of not less than five (5) nor more than twenty-five (25) members in good standing.

2. ELECTION AND TERM OF TRUSTEES

At each annual meeting a number of trustees equal to that of those whose terms have expired shall be elected to serve for three (3) years until their successors have been elected and qualified.

3. REMOVAL OF TRUSTEES

Any and all of the trustees may be removed for cause by vote of the members or by action of the board. Trustees may be removed without cause only by vote of the members.

4. RESIGNATION

A trustee may resign at any time by giving written notice to the board, the president or the secretary of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

5. TRUSTEE VACANCIES

Vacancies occurring on the board for any reason, except the removal of trustees without cause, may be filled by a vote of a majority of the trustees then in office, even though less than a quorum may exist, unless otherwise provided in the Certificate of Incorporation. Vacancies occurring by reason of the removal of

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trustees without cause shall be filled by vote of the members. A trustee elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of the predecessor.

ARTICLE IV – TRUSTEES (continued)

6. QUORUM OF TRUSTEES

Unless otherwise provided in the Certificate of Incorporation, a majority of the entire board shall constitute a quorum for the transaction of business or of any specified item of business.

7. ACTION OF THE BOARD

- A. Unless otherwise required by law, the vote of a majority of the trustees present at the time of the vote, if a quorum is present at such time, shall be the act of the board. Each trustee present shall have one vote.
- B. Any action required or permitted to be taken by the board or any committee thereof may be taken without a meeting if all members of the board or committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the trustees or committee members shall be filed with the minutes of meetings.
- C. Any one or more members of the board or any committee thereof may participate in a meeting of such board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

8. PLACE AND TIME OF BOARD MEETINGS

The board may hold its meetings as, when and where it may from time to time determined appropriate.

9. ANNUAL MEETING

The annual meeting of the board shall be held immediately following the annual meeting of members at the place of such annual meeting of members.

10. EXECUTIVE AND OTHER COMMITTEES

- A. The board, by resolution adopted by a majority of the entire board, may designate from among its members an executive committee and other standing committees, each consisting of at least three (3) trustees, and each of which to the extent provided herein or in the resolution shall have all the authority of the board, except that no such committee shall have authority as to the following matters:
 - 1) The submission to members of any action that requires membership approval by applicable provisions of law, the Certificate of Incorporation or these by-laws;
 - 2) The filling of vacancies on the board of trustees or on any committee;
 - 3) The fixing of compensation of the trustees for serving on the board or on the committee;
 - 4) The amendment or the repeal of the by-laws, or the adoption of new by-laws;
 - 5) The amendment or repeal of any resolution of the board of trustees, which by its terms shall not be so amendable or repealable.
- B. The executive committee may appoint such employees as may be necessary to conduct the business of the corporation. It may act on behalf of the corporation in any matter when the board is not in session, except as provided by law, reporting to the board for its ratification of their action at each regular or special meeting called for the purpose.

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ARTICLE V – OFFICERS

1. OFFICERS, ELECTION, TERM

Unless otherwise provided for in the Certificate of Incorporation, the board may elect or appoint a president, one or more vice-presidents, a secretary, a treasurer and such other officers as it may determine, who shall have such duties, powers and functions as are hereinafter provided. All officers shall be elected or appointed to hold office until the meeting of the board following the annual meeting of members. Each officer shall hold office for the term for which he or she is elected or appointed and qualified.

2. REMOVAL, RESIGNATION, SALARY

Any officer elected or appointed by the board may be removed by the board with cause. In the event of death, resignation, or removal of an officer, the board in its discretion may elect or appoint a successor to fill the unexpired term. Any two (2) or more offices may be held by the same person, except the offices of president and secretary. The officers shall serve without compensation.

3. PRESIDENT

The president shall be the chief executive officer of the corporation; he or she shall preside at all meetings of the members and of the board; he or she shall have the general management of the affairs of the corporation and shall see that all orders and resolutions of the board are carried into effect.

4. VICE-PRESIDENTS

During the absence or disability of the president, the first vice-president shall have all the powers and functions of the president. Each vice-president shall perform such duties as the board shall prescribe.

5. TREASURER

The treasurer shall have the care and custody of all the funds and securities of the corporation and shall deposit said funds in the name of the corporation in such bank or trust company as the trustees may elect, he or she shall, when duly authorized by the board of trustees, sign and execute all contracts in the name of the corporation, when countersigned by the president; he or she shall sign all checks, drafts, notes and orders for the payment of money, which shall be duly authorized by the board of trustees and shall be countersigned by the president; he or she shall at all reasonable times exhibit the books and accounts to any trustee or member of the corporation during ordinary business hours. At the end of each corporate year, he or she shall have an audit of the accounts of the corporation made by a committee appointed by the president and shall present such audit in writing at the annual meeting of the members at which time he or she shall also present an annual report setting forth in full the financial condition of the corporation.

6. SECRETARY

The secretary shall keep the minutes of the meetings of the board of trustees and also the minutes of the meetings of the members. He or she shall have the custody of the seal of the corporation and shall affix and attest the same to documents when duly authorized by the board of trustees. He or she shall attend to the giving and serving of all notices of the corporation and shall have charge of such books and papers as the board of trustees may direct; he or she shall attend to the giving and serving of all notices of the corporation, and shall have charge of such books and papers as the board of trustees may direct; he or she shall attend to such correspondence as may be assigned and perform all the duties incidental to the office. He or she shall

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keep a membership roll containing the names, alphabetically arranged, of all persons and corporations of firms which are members of the corporation, showing their place of residence and the time when they became members.

ARTICLE V – OFFICERS (continued)

7. SURITIES AND BONDS

In case the board shall so require, any officer or agent of the corporation shall execute to the corporation a bond in such sum and with such surety or sureties as the board may direct, conditioned upon the faithful performance of his or her duties to the corporation and including responsibility for negligence and for the accounting for all property, funds or securities of the corporation which may come into his or her hands.

ARTICLE VI – SEAL

The seal of the corporation shall be as follows:

ARTICLE VII – CONSTRUCTION

If there be any conflict between the provisions of the Certificate of Incorporation and these by-laws, the provisions of the Certificate of Incorporation shall govern.

ARTICLE VIII – AMENDMENTS

The by-laws may be adopted, amended or repealed by the members at the time they are entitled to vote in the election of trustees. By-laws may also be adopted, amended or repealed by the board of trustees, but any by-law adopted, amended or repealed by the board may be amended by the members entitled to vote thereon as hereinbefore provided.

If any by-law regulating an impending election of trustees is adopted, amended or repealed by the board there shall be set forth in the notice of the next meeting of members for the election of trustees the by-law so adopted, amended or repealed, together with a concise statement of the changes made.