

BYLAWS

PROFESSIONAL ADVISORY BOARD Department of Civil and Environmental Engineering Michigan State University

1. Statement of Purpose

The purpose of the Board of Visitors (hereafter referred to as the “Board”) is to facilitate the exchange of ideas between Board members and the faculty and students of the Department of Civil and Environmental Engineering (hereafter referred to as the “Department”). The Board shall have the responsibility to: (a) receive and react to a report of the state of the Department, and (b) advise and assist the Department chairperson on specific matters identified by the chairperson or suggested by the Board.

2. Membership

- 2.1 **Eligibility:** The Board shall nominally consist of up to twelve members identified with the programmatic thrusts of the Department, with at least two but not more than four internal members drawn from the membership of The College of Engineering Alumni Association Board (hereafter referred to as the “College Board”). Those selected to serve as external visitors should be individuals capable of improving the Department, and should be a mixture of non-academic and academic professionals.
- 2.2 **Term:** Members shall be appointed to staggered two year terms, with the terms of approximately a half of the membership expiring in any given year. Members can be reappointed for additional terms, but consecutive terms may not exceed two. Members who miss two consecutive meetings will have their membership reconsidered by the Board. Any decision to remove members will be by a majority vote of the members of the Board.
- 2.3 **Nomination and Election:** The nomination and election of Board members shall take place at any regularly scheduled Board meeting. Any Board member may nominate new Board members. Nominations may be made either in writing or verbally at the meeting. In making nominations, consideration shall be given to the ethnic and gender diversity, and the class year distribution of alumni as well as non-alumni. After an open discussion on the nominees, a vote will be taken on each nominee. Each nominee receiving a simple majority of all votes cast will be invited by the Department Chairperson to join the Board.
- 2.4 **Ex-Officio Members:** The Chairperson of the Department and the Dean of the College of Engineering, Michigan State University, shall be ex-officio, non-voting members of the Board.
- 2.5 **Corresponding Members:** Former members of the Board who wish to participate in and be closely associated with the activities of the Board may be elected to become Corresponding Members. The Board will annually review and possibly revise the list of Corresponding Members. Corresponding Members are elected or removed by a simple majority of all votes cast at a regularly scheduled Board meeting. Corresponding Members will be notified of Board meetings and receive minutes of the meetings. They may participate in Board meetings without voting rights.

3. Officers

The Board shall elect a Vice-Chairperson/Secretary from amongst their regular membership each year. The Vice-Chairperson/Secretary shall be elevated to Chairperson the following year. The immediate past-Chairperson shall serve as the third officer of the Board.

- 3.1 **Term of Office:** Each officer shall serve for one year in that position. No officer may serve for more than one year in a given position. The official year shall extend from January 1 to the succeeding December 31.

3.2 Duties

The Chairperson of the Board shall preside at all meetings of the Board and perform such other duties as are necessary to carry out the objectives of the Board.

The Vice-Chairperson/Secretary shall preside in the absence of the Chairperson, if necessary, and be responsible for keeping all records of the Board.

In accordance with the Bylaws of the College Board, the Board will submit written minutes of their meetings to the Secretary-Treasurer of the College Board at their semi-annual meetings.

4. Meetings

- 4.1 Regular Meetings: Regular meetings of the Board shall be held twice a year, once during the spring semester and once during the fall semester. The Board shall convene, whenever possible, on the day prior to the meeting of the College Board. The time and place shall be determined by the Chairperson of the Board in conjunction with the Department chairperson, and notice shall be sent to each member of the Board by the Vice-Chairperson/Secretary at least thirty days prior to the said meeting.
- 4.2 Special Meetings: Special meetings shall be at the call of the Chairperson of the Board, or on written request of at least four members of the Board. The notice for a special meeting shall clearly state the reason for which the special meeting is being held. The Department chairperson will be responsible for providing staff support to facilitate the meeting.
- 4.3 Minutes: The minutes of Board meetings shall be distributed to each member of the Board and faculty members of the Department within 30 days following each regular or special meeting, and a copy forwarded to the Secretary-Treasurer of The College of Engineering Alumni Association Board.
- 4.4 Location: Meetings will normally be held at Michigan State University. Meetings can also be held at alternate locations which are both appropriate to the interest of and acceptable to the Board.
- 4.5 Other Considerations: All meetings shall be conducted under Robert's Rules of Order Revised, unless waived by a vote of the simple majority present. Four members of the Board shall constitute a quorum. Voting by proxy shall not be permitted.

5. Amendments and Effective Date

- 5.1 Amendments: Amendments to the Bylaws may be adopted by a two-thirds vote at any regular meeting of the Board. Amendments may be initiated by the Chairperson of the Board, the Chairperson of the Department, or by petition of any three members of the Board. Board members must be informed of proposed amendments at least one week in advance of the meeting at which the amendments are to be discussed.
- 5.2 Effective Date: Amendments will become effective immediately after approval by the chairperson of the Department.