

BYLAWS OF THE
STRUCTURAL ENGINEERS
ASSOCIATION
OF
SAN DIEGO

A Non-Profit California Corporation

As Amended November 2005

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ARTICLE I

Statement of Purpose

This Association is established for the following purposes:

Section 1. To advance the science of structural engineering; to assist the public in obtaining dependable structural engineering services; to encourage engineering education; to maintain the honor and dignity of the profession; to enlighten the public regarding the province of the structural engineer; to advance proper legislation and to oppose improper legislation affecting structural engineering practice; to cooperate with other professional organizations; to cultivate social contacts within its membership and by closer association and a better mutual understanding to discourage unethical and detrimental practice.

Section 2. To afford the public a reasonable assurance of the ability and integrity of its membership by requiring that those admitted shall have established and shall maintain a high professional reputation.

Section 3. To secure uniformity of action among the individuals forming this Association upon the general principles herein set forth and upon such policies as may be decided upon from time to time for the good of the profession.

ARTICLE II

Membership

Membership in the Association shall consist of the following classes:

Member SE, Member, Associate, Affiliate, Industry Member, Student, Corresponding Member, Business Forum Member, Fellow, Honorary Member, and Life (membership class).

Section 1. A Member SE in this Association shall be: a Civil Engineer registered in the State of California with authority to use the title Structural Engineer. A Member SE may vote and hold office, serve as director, committee chair or committee member within this association and may serve as director, officer, committee chair or committee member

for the Structural Engineers Association of California (SEAOC).

Section 2. A Member in this Association shall be:

a. A Civil Engineer registered in the State of California, regularly engaged in the practice of structural or related engineering, or, a person who is conducting research in or holding a teaching position in structural or civil engineering at a university or college, and who in the opinion of the Board of Directors has established such achievements in structural engineering as to qualify for the class of Member.

b. A Member shall have all the privileges, duties and benefits of a Member SE except holding the office of President or Vice President, serving on the Board of Directors of the Structural Engineers Association of California (SEAOC), or chairing the SEAOSD committees of Seismology, Code, Existing Buildings or Professional Activities. A Member may chair the above excepted SEAOSD committees with the approval of a majority of the SEAOSD Board of Directors.

Section 3. An Associate shall be a Structural, Civil or Architectural Engineering Graduate who is not eligible for Member SE or Member. An Associate shall have all the privileges, duties and benefits of a Member except that an Associate may hold no office and shall have no vote.

Section 4. An Affiliate shall, in the opinion of the Board of Directors, be qualified by position in an allied field cooperating and/or working closely with Structural Engineers in the advancement and practice of the technical and professional aspects of Structural Engineering. These individuals include, but are not limited to, Geologists, CAD Technicians, Draftspersons, Inspectors, Surveyors, Material Testing Technicians, Architects, and Attorneys. An Affiliate shall have all the privileges, duties and benefits of a Member except that an Affiliate may hold no office and shall have no vote.

Section 5. An Industry Member shall, in the opinion of the Board of Directors,

be qualified by a position in our industry cooperating with Structural Engineers and by expression of interest in supporting the goals and purposes of this Association. An Industry Member shall have all the privileges, duties and benefits of a Member except that an Industry Member may hold no office and shall have no vote.

Section 6. A Student at the time of admission to this Association shall be an engineering student interested in structural or related engineering who is enrolled full time in an engineering school or college. A Student shall have all the privileges, duties and benefits of a Member except that a Student may hold no office and shall have no vote.

Section 7. A Corresponding Member shall, in the opinion of the Board of Directors, be qualified by expression of interest in supporting the goals and purposes of the Association. A Corresponding Member is one not included under other Membership Classes or residing outside California. A Corresponding Member shall have all the privileges, duties and benefits of a Member except that a Corresponding Member may hold no office and shall have no vote.

Section 8. A Business Forum Member shall be a firm accepted to the Business Forum of the Association. A Business Forum Member may participate in the activities of the Business Forum but has no other standing in this Association.

Section 9. A Fellow is a Member SE so designated by the Board of Directors of this Association in recognition of outstanding service or accomplishments in the field of structural engineering. A fellow shall have been a Member and/or Member SE in good standing for a minimum of 15 years. A Fellow shall have all the privileges, duties and benefits of a Member SE.

Section 10. An Honorary Member is a person so designated by the Board of Directors in special recognition of his/her contribution to the excellence of the structural engineering profession. An Honorary Member does not have to be a Structural Engineer. An Honorary Member shall have those privileges, duties and benefits as applicable to the class of

membership, if any, held at the time of being designated Honorary Member.

Section 11. Life (membership class) may be awarded at the discretion of the Board of Directors to a member in good standing for a period of not less than 20 years who is retired. Life (membership class) is applicable to the membership classes of Member SE, Member, Affiliate, Industry Member or Corresponding Member. Life (membership class) shall have the same privileges, duties and benefits as applicable to the membership class held at the time of being designated Life (membership grade).

Section 12. Transfer from Affiliate to Associate to Member and from Member to Member SE shall be automatic when the qualifications have been attained and verified.

Section 13. The term "member" as used throughout these Bylaws shall mean a person holding any **class** of membership in this Association.

Section 14. The term "Voting Member" as used throughout these Bylaws shall mean a person holding the class of Member SE or Member.

Section 15. The qualifications of members shall be reviewed at the discretion of the Board of Directors.

ARTICLE III

Admissions, Transfers, Leaves of Absence, Resignations, and Expulsions

Section 1. Admission to this Association shall be in accordance with the following procedure:

a. A completed application shall be submitted to the Board of Directors for review.

b. Notice of the application shall be sent to the membership, who shall have 30 days from the date of mailing of the notice in which to file written objection to the election of the applicant.

c. The Board of Directors shall vote upon the application giving due consideration to any objections that might be received. The applicant shall be duly elected upon receipt of a majority vote of the Board of Directors.

Section 2. An application for transfer from a member in good standing of another member association of the Structural Engineers

Association of California shall be considered as a new application for membership except that initiation fee shall be waived. The appropriate class of membership shall be determined in accordance with this Association's Bylaws. An applicant shall furnish a statement from the former Association stating that the applicant is a member in good standing, that dues have been paid for the current fiscal year, citing the duration of time of membership and stating the present **class** of membership. If all of the above requirements have been met, the applicant will not be required to pay any dues to this Association until the start of the next fiscal year.

Section 3. Upon written request, the Board of Directors may grant a member a leave of absence for the current fiscal year. Leave may be renewed with the suspension of dues at the discretion of the Board of Directors when requested in writing.

Section 4. If all dues have been paid, a member may apply for resignation by written communication to the Board of Directors, which is empowered to accept the resignation. A member thus resigned may be reinstated by the Board of directors without payment of the initiation fee.

Section 5. Any member may prefer charges for disciplinary action against any other member or members of any class upon the grounds of unprofessional conduct or conduct detrimental to this Association or in violation of its Canon of Ethics or these Bylaws. Such charges shall be made in writing specifically stating the conduct in question, and shall be addressed and sent to or delivered to the President of the Association and be signed by the member preferring the same. Such charges shall be treated as confidential by all concerned and they may not be discussed or disseminated except as provided by this section. The Board of Directors shall consider the charges, and if disciplinary action appears to be warranted, the President of this Association shall advise the member in writing of the charges against the member, the name of the person preferring such charges, the time and place of the hearing of such charges (which hearing shall be conducted by the Board of Directors), and of the member's right to present at such time a

defense either in person or in writing. After considering the evidence presented at such hearing, the Board of Directors may by a two-thirds vote, order such disciplinary action as it deems appropriate, including, but not restricted to, censure, suspension of membership or expulsion. The suspension period shall not exceed one-year and during the period of any suspension, the member's obligation to pay dues shall continue. The Board of Directors may, at its discretion, notify the membership of the disciplinary action taken. Each member of this Association waives any claim for libel or slander which he may have against any member of the Board of Directors, or any officer, agent, or employee of this Association by reason of any charges made or published or any other action taken pursuant to this section.

Section 6. Should a member be expelled from this Association, he/she shall not again be entitled to membership, unless the Board of Directors decides that extenuating circumstances and/or subsequent record may favor an applicant for re-admission.

ARTICLE IV

Dues, Assessments and Contributions

Section 1. Initiation and transfer fees shall be set by the Board of Directors and shall be published annually.

Section 2. Annual dues shall consist of Association dues and SEAOC dues. Association dues are those paid for support of, and use of, the Structural Engineers Association of San Diego and shall be set by the Board of Directors.

SEAOC dues are those paid for the support of, and use of, the Structural Engineers Association of California and are set by the SEAOC Board of Directors. Payment of SEAOC dues is mandatory for all SEAOC membership classes assessed by SEAOC in the amounts so assessed.

Section 3. Annual dues shall be assessed at 100% for each class of membership except: an Associate shall pay 50% of the annual dues, an Affiliate shall pay 80% of the annual dues, a Student shall pay 25% of the association dues (no SEAOC dues), a Business Forum Member shall pay those

dues assessed by this Association and by SEAOC, an Honorary Member shall pay no dues and a Life (membership class) shall pay 25% of the annual dues.

Annual dues and the amounts applying to each class of membership shall be published annually. Annual dues shall be payable upon billing and any member more than four months in arrears shall, except as herein provided, cease to be a member of this Association. Any such person who wishes to be reinstated in this Association shall pay the full initiation fee.

Section 4. The Board of Directors may increase or decrease this Association's dues, singly or collectively, by not more than 10% in any one-year. Increases or decreases in excess of 10% must be approved by an affirmation vote of not less than two thirds of the Voting Members by letter ballot in which balloting a majority of the eligible Voting Members vote thereon.

Any members changing class within this Association shall not be required to pay any additional dues during the fiscal year of the change.

On application from any member, the Board of Directors may, at its discretion and for cause, remit part or all current dues and/or assessment of the member or extend the time of payment.

Section 5. Additional moneys required to carry on the activity of the Association may be raised through assessments which shall not exceed the annual dues for any one fiscal year. Any assessments proposed by the Board of directors shall be referred to the Voting Members by letter ballot. If two-thirds of those voting vote favorably, provided at least 50% of the Voting Members vote, that assessment shall be declared carried.

Section 6. The Board of Directors is empowered to receive contributions from any source, provided the funds so received are used to further the aims and objectives of this Association.

Section 7. The fiscal year of this Association shall be from the first day of July, to the last day of June of the following year.

ARTICLE V Officers and Directors

Section 1. The officers of this Association shall be a President, Vice President and Treasurer.

Section 2. The Board of Directors shall consist of eight (8) Voting Members which shall include the President, the Vice President, the Treasurer, the last available Past President and four Directors. An Executive Secretary may be retained by the Board of Directors. In the absence of this action, a secretary shall be appointed by the President and shall be a Member of the Association.

Section 3. The President, the Vice President, and two Directors shall be elected annually by the Voting Members. The Treasurer shall be elected bi-annually by the Voting Members.

Section 4. The President and Vice President are elected for one-year terms. The Treasurer and Directors are elected for two-year terms.

Section 5. The President shall not succeed himself/herself in office.

Section 6. Except as otherwise provided, a vacancy in any office shall be filled by the Board of Directors for the remainder of the term.

Section 7. An Officer or Director may be removed from office for cause by vote of a majority of the Directors in office at that time.

Section 8. An Officer or Director shall receive no compensation for his/her services as such.

Section 9. Except as otherwise provided by law, no Officer or Board of Director shall be personally liable to the Association's creditors or to the Association for any indebtedness of liability, and any and all creditors shall look only to the corporate assets for payment.

Section 10. The four Directors shall consist of a minimum of two Member S.E.'s.

ARTICLE VI Nomination and Election of Officers & Directors

Section 1. Each year the President shall appoint a Nominating Committee which shall consist of the last available Past President

as chairman, and a minimum of two other Voting Members.

Section 2. The Nominating Committee shall be appointed not later than April 1st of each year. Its nominations shall be published in the Association's newsletter announcing the May meeting and it shall also present them to the membership at the May general meeting. Additional nominations may be presented from the floor at this meeting.

Section 3. Prior to June 1, a ballot listing all the nominees for the various offices and directors shall be prepared and distributed to the Voting Members of the Association. Voting for Officers and Directors shall be done by letter ballot only. The votes shall be counted under the direction of the chairman of the Nominating Committee prior to the June Board meeting. A written report shall be submitted to the Board of Directors, the results shall be announced and the elected officers and directors shall take office at the July Board meeting.

Section 4. The candidates receiving the highest number of votes shall be declared elected.

Section 5. In the event of a tie between two or more candidates for the same office, the Board of Directors shall immediately cast a secret ballot to select one of the candidates for whom the vote is a tie.

ARTICLE VII

Duties and Powers of the Officers and Board of Directors

Section 1. The President shall be the chief executive officer of the Association, and subject to control of the Board of Directors, shall have general supervision, direction and control of the business and affairs of the Association. He/she shall preside at all meetings of the Board of Directors and of the members; shall appoint all committee chairs and be an ex-officio member of all committees; and shall have such other powers and shall perform such other duties as may be prescribed from time to time and at any time by the Board of Directors.

Section 2. In the absence or disability of the President, the Vice President shall perform all duties of the President and in

so acting shall have all the powers of the President; and the Vice President shall have other powers and perform such other duties as may be prescribed from time to time and at any time by the Board of Directors.

Section 3. The Secretary shall be the secretary of the Association and of the Board of Directors; shall keep or cause to be kept at the principal office of the Association, or at other such place as the Board of Directors may direct, a book of all minutes of all meetings of the Board of Directors and members; shall keep or cause to be kept at the principal office of the Association, or other such place as the Board of Directors shall direct, a Membership book containing the name and address of each member; shall give the notices of all meetings of the Board of Directors and of the members as provided in these Bylaws; shall keep the seal of the Association and shall have such other powers and perform such other duties as may be prescribed from time to time and at any time by the Board of Directors. The book of minutes and other books and records of the Secretary shall be open for inspection by any member, officer or director at any and all reasonable times.

Section 4. The Treasurer shall keep and maintain or cause to be kept and maintained adequate and correct accounts of the properties and financial transactions of the Association, including accounts of its assets, liabilities, receipts and disbursements, gains and losses, in accordance with good accounting principles and practices; shall deposit all moneys and other valuables in the name and to the credit of the Association with such depositories as may be designated from time to time and at any time by the Board of Directors; shall disburse the funds of the Association as directed by the Board of Directors and shall render to the Board of Directors upon request an account of his/her transactions as Treasurer and of the financial condition of the Association; and shall have such other powers and perform such other duties as may be prescribed from time to time and at any time by the Board of Directors. The book and records of the Treasurer shall be open for inspection by any member, officer or director at any and all reasonable times.

Section 5. Subject to the power of members as provided by law, the Bylaws or the Articles of Incorporation, all powers of the Association shall be exercised by or pursuant to the authority of, and the business and affairs of the Association shall be controlled by, the Board of Directors. Without limitation, the Board of Directors shall have the following powers:

a. To appoint, hire and remove all agents and employees, including an executive secretary, of the Association, prescribe such powers and duties for them as may be consistent with law, the Articles of Incorporation or the Bylaws, and fix their compensation.

b. To conduct, manage and control the affairs and business of the Association and make such rules and regulations therefore consistent with law, the Articles of Incorporation or the Bylaws, as they may deem best.

c. To designate any place within the State of California for the holding of any membership or Board of Directors meeting or meetings; to adopt, make and use a corporate seal and to alter the form of seal from time to time and at any time as in their judgment they may deem best, provided the seal complies with the law, to change the principal office of the Association within the County of San Diego; and to locate from time to time and at any time one or more subsidiary offices within or without the State of California, and

d. To manage in such manner as they may deem necessary and proper all funds and property, real and personal, received and acquired by the Association, and, subject to any provision of law, the Articles of Incorporation and the Bylaws, to distribute, loan or dispense the same and the income of profits there from, if any, in a manner in keeping with the purposes of the Association.

ARTICLE VIII Meetings

Section 1. Meetings of the Association shall be held at the call of the Board of Directors.

Section 2. The Board of Directors shall meet periodically. Special meetings may be called by the President.

Section 3. Five members of the Board of Directors shall constitute a quorum of the Board of Directors.

Section 4. The Annual Business Meeting of the Association shall be the regular membership meeting in June of each year.

Section 5. Robert's Rules of Order as latest revised shall govern all parliamentary procedure not otherwise provided for by these Bylaws.

ARTICLE IX Amendments

Section 1. Amendments to ARTICLES II, III, IV, V or IX of these Bylaws may be initiated by the Board of Directors, or on petition of at least 10% of the Voting Members. The Amendment shall be adopted only upon qualifying vote by letter ballot. Qualifying vote is defined as an affirmative vote of not less than two-thirds of the votes cast by the Voting Members and at least one-third of the eligible Voting Members.

Section 2. An amendment to the remaining portions of these Bylaws may be made by resolution at any regular membership meeting provided that 30 days notice of intention has been given. The amendment shall be adopted only upon an affirmative vote of not less the two-thirds of the votes cast by Voting Members at the meeting.

ARTICLE X Directors of the Structural Engineers Association of California

Section 1. All of the Directors of the Structural Engineers Association of California (SEAO) shall be nominated from among the Voting Members of this Association and shall be elected by letter ballot of the Voting Members of this Association, except that the Board of Directors of this Association may appoint one Voting Member as a Director of SEAO.

Section 2. Directors of SEAO shall be informed by the Board of Directors at the regular Board meeting preceding any SEAO meeting as to the position of the Association on all matters known to be on the agenda of the SEAO meeting. At the regular Board meeting after any SEAO Board of Directors meeting,

SEAOC Directors shall make a report on all business matters handled at the SEAOC meeting.

ARTICLE XI
Standing committees

Section 1. The Standing committees of this Association shall include but not be limited to the following: Seismology and Structural Standards, Code, Business Forum, Existing Buildings, Convention, and Disaster Emergency Services.

Section 2. The membership and number serving on Committees shall be as specified in the Policies as established by the Board of Directors.

Section 3. The President may appoint any other committees at his/her discretion. Additional Standing Committees may be created or existing committees eliminated by the Board of Directors.

ARTICLE XII
Student Chapters

Section 1. Student Chapters may be organized by Student members on any college or university campus, where there is sufficient interest to warrant and where such a chapter is approved by the Board of Directors. Student Chapters may organize activities consistent with the aims of this association including technical programs and social events.

Section 2. The internal organization of the chapters shall be determined by the chapter members and shall be subject to approval by the Board of Directors.

Section 3. The relationship of the Student Chapters to this Association shall consist of the following:

a. Members of the Student Chapter may (at their option) become Students or other class member of this Association and shall have all the usual privileges of their membership class.

b. Students may be Student members of this Association without belonging to a Student Chapter.

c. The President will appoint a contact member for each chapter, who shall be a Member SE or a Member. The contact member shall act as liaison between the Student Chapter and the Board of Directors.

d. This Association will provide support for the Student Chapter activities in the form of speakers, tours, publications, etc., in so far as possible, as requested by the chapters and approved by the Board of Directors.

Section 4. Student chapters shall have a faculty advisor who should preferably be a Member of this Association.

Section 5. Student Chapters shall be financially self-sustaining and may impose dues consistent with the financial needs of the chapter.

ARTICLE XIII
Nonprofit Corporation

Section 1. This Corporation has been formed under the California Nonprofit Mutual Benefit Corporation Law for the purposes described in Article I of these Bylaws, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Corporation shall consist of lobbying or propaganda or otherwise attempting to influence legislation, and this Corporation shall not participate in, or intervene in (including the publishing and distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 2. All property, assets, profits and net income of this Corporation are irrevocably dedicated to the purposes set forth in the Articles of Incorporation, and no part of the property, assets, profits or net earnings of this Corporation shall ever inure to the benefit of any director, officer, or trustee thereof or to the benefit of any private individual.