

# Bylaws of the Structural Engineers Association of Arizona

## Article I – Purpose and Mission

1. The name of the Association is the Structural Engineers Association of Arizona (SEAOA), a nonprofit corporation incorporated in the State of Arizona.
2. The Principal office of the Association is located in Phoenix, Arizona.
3. The purpose of the Association include:
  - a. Advancing the profession of structural engineering; assisting the public in obtaining dependable structural engineering services; encouraging engineering education; maintaining the honor and dignity of the profession; enlightening the public respecting the province of the structural engineer; advancing proper legislation and opposing improper legislation affecting structural engineering practice; cooperating with other professional organizations; cultivating social contact within its membership and discouraging unethical and detrimental practice.
  - b. Affording 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.
  - c. Securing 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.
4. All policies and activities of the Association shall be consistent with:
  - a. Applicable federal, state and local antitrust, trade regulation or other legal requirements; and
  - b. Applicable tax-exemption requirements including the requirements that the Association not be organized for profit and that no part of its net earnings inure to benefit of any private individual.

## Article II – Organization

1. The Association shall consist of Members, both voting and non-voting, as prescribed in Article III, and shall be governed as prescribed in these By-laws.
  - a. Members may choose to affiliate with any active Chapter provided members meet the requirements as prescribed in Article XI of these By-Laws.
2. The Association shall be governed by a Board of Directors elected on an annual basis by the voting members of the Association.
  - a. The Board of Directors of the Association may adopt operating policies and procedures that are in accordance with the intent of these By-Laws.

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## Article III – Membership

1. Membership shall be held by individuals only.
2. A Full Member shall be a person of good character and reputation who, at the time of admission to the Association, shall be a registered Structural Engineer in the State of Arizona and regularly engaged in structural or allied engineering work.
3. An Associate Member shall be a person of good character and reputation who, at the time of admission to the Association shall be a registered Professional Engineer in the State of Arizona and regularly engaged in structural or allied engineering work.
4. A Junior Member shall be a person of good character and reputation, less than age thirty-five and regularly engaged in structural or allied engineering work who, at the time of admission to the Association shall have graduated from an accredited engineering school or college or shall have had other engineering education or experience which is satisfactory to the Board of Directors. When a Junior Member becomes a registered Structural Engineer or Professional Engineer their membership grade will be automatically changed to either Full or Associate Member as appropriate. A Junior Member who reaches the age of thirty-five and does not qualify for Full or Associate Member status will be automatically changed to an Affiliate Member.
5. An Affiliate Member shall be a person of good character and reputation who, at the time of admission to the Association shall be a person who, by scientific achievements or practical experience, has attained a position in a related special pursuit qualifying the affiliate in the opinion of the Board of Directors, to cooperate with Structural Engineers in the advancement of professional knowledge and practice. All connection with the Association shall cease when said position so qualifying them is no longer held.
6. A Student member at the time of admission to the Association shall be a Junior, Senior, or Graduate Engineering Student interested in structural engineering and enrolled in an engineering school or college. That member's designation as a Student member shall cease when they are no longer a full-time student in an engineering school or college as a Student member, whichever occurs first.
7. An Honorary Membership may be awarded by the Board of Directors to any person who is a person of acknowledged eminence in some branch of engineering or the science related thereto or a person who has been a member in good standing of this Association for 20 years or more and who, in the opinion of the Board of Directors has contributed outstanding service to the Association. An Honorary Member will have the voting rights of a Full Member provided they had previously qualified to be a Full Member of the Association and would receive a complimentary annual membership to the Association and would receive member rates for all Association sponsored events. Nomination of individuals for consideration may be by individual members or upon nomination by a Chapter.
8. Retired member status may be granted by the Board of Directors to a current member who has been a member in good standing of this Association for 10 years or more but is retiring from the active practice of providing structural engineering services to the public.

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A member who wishes to be granted Retired status must petition the Board of Directors who may grant the status at its discretion. Retired status may be revoked by the Board of Directors if the member begins active work providing structural engineering services. Retired members retain all of the voting rights and other privileges of a non-Retired member, but pay dues at a rate of 50% of the current rate.

9. Upon receipt of the application of the Association Board of Directors, transfer of membership grade shall be automatic when qualifications for the higher grade of membership shall have been attained.
10. Only Full and Associate Members who have paid the initiation fee and all dues and assessments levied by the Association shall be entitled to vote on Association business.
  - a. Only Full Members in good standing are entitled to vote on changes to the Bylaws of the Association.
11. Election of Membership:
  - a. The names of proposed members must be submitted to the Board of Directors with the endorsement of at least one (1) Full Member of the Association. Applicants for membership shall be made using form(s) approved by the Board of Directors that include disclosure of information deemed necessary to determine membership eligibility. Names of proposed member(s) and their membership grade shall be presented to the Full Members who will have a period of 30 days to file, in writing, any objections to the election of the applicant. After the expiration of the prescribed time, 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 by the majority vote of the Board of Directors.
  - b. All applicants elected shall, after having been duly notified, subscribe to the constitution and/or Bylaws of the Association and pay the initiation fee and current dues. If these provisions are not met within three (3) months from the notification of election, their election shall be considered void.
12. Expulsion of Membership
  - a. No member shall be expelled from this Association except after due notice has been given as provided hereinafter, and then only by a majority vote of the Board of Directors, and by a two-thirds (2/3) vote of Full Members voting, provided a majority of the Full Members vote.
  - b. Should a member be expelled from this Association, they shall not again be entitled to membership, unless the Board of Directors decides that extenuating circumstances and/or subsequent record may favor an application for readmission.
  - c. The Board of Directors shall consider proceedings toward the expulsion of any member who appears to no longer fulfill the requirements of membership:
  - d. Upon information coming to its notice, or
  - e. Upon written request of five (5) or more Full Members that for cause set forth, a person belonging to the Association be expelled.
  - f. The Board of Directors shall consider such case and if the circumstances appear to warrant further action, it shall advise the accused of the charges against them, who may, if they so desire, present a defense either in person or writing, which shall be

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considered at a meeting for the Board of Directors, of which the accused shall receive due notice.

13. A member of the Association may resign their membership by written communication to the Secretary, who shall present the same to the Board of Directors.

## Article IV – Fees and Contributions

1. Dues. The annual dues for all classes of membership shall be levied by the Board of Directors and shall include all applicable affiliate association dues which may be payable by the Association to other organizations.
  - a. The annual dues payable to the Association shall be established by the Board of Directors. No dues will be refunded.
  - b. Annual dues shall be payable in advance, and any member whose dues are more than ninety (90) days in arrears, except as herein provided, ceases to be a member of the Association.
2. Assessments. Any additional monies required to carry on the activities of the Association may be raised through assessments. Any assessments proposed by the Board of Directors shall be referred to the Full Members of the Association by letter ballot. If two-thirds (2/3) of those voting vote favorable, provided at least fifty percent (50%) of the Full Members vote, the assessment shall be declared carried.
3. Contributions. 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 the Association.

## Article V – Board of Directors

1. Directors and Officers. The Board of Directors shall be composed of officers and Directors who are duly elected by members of the Association. The members of the Board of Directors shall be elected as follows:
  - a. A President shall be elected annually at large by the members of the Association for a one year term.
  - b. Each Chapter shall elect two (2) Chapter Directors to serve on the Board for alternating two-year terms from the members affiliated with that Chapter.
  - c. One additional Director shall be elected at large by members of the Association for a one year term.
  - d. The immediate Past President shall serve as a Director for a one year term.
2. The Board of Directors shall, at the first meeting of the year, designate three Directors to serve as Vice President, Secretary and Treasurer from the Board.
3. Nominations for the office of President shall be Full Members of the Association and not affiliated with the Chapter of the sitting President except under one of the following conditions:

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- a. There are no nominations for President from any Chapter except for that of the sitting President. Under this provision the at-large Director position (see Article V, Section 1.c.) will be filled by one additional Director elected from a Chapter not affiliated with that of the sitting President.
  - b. The current sitting President is, by vote of the Board, nominated as a candidate for the office of President for the succeeding term. Under this provision the Past President position will be filled by one additional Director elected from a Chapter not affiliated with that of the sitting President.
4. Nominations for the Directors shall be Full or Associate members of the Association.
  5. Elections for all Officers and Directors shall take place prior to the end of the fiscal year of the Association.
  6. Vacancies. If a vacancy occurs on the Board of Directors for any reason, the position is filled for the unexpired portion of the term by a person selected by the President and approved by the Board of Directors.
  7. Removal. A Director may be removed for adequate reason by a two-thirds (2/3) vote of the Full Members of the Association.
  8. Compensation. Officers and Directors shall not receive compensation for their services.

## Article VI – Responsibilities of the Board

1. Duties of the Board of Directors.
  - a. The Board of Directors shall manage the affairs of the Association and coordinate activities of statewide interest.
  - b. The Board of Directors shall carry out the aims and objectives of the Association and no action in the name of the Association shall be taken by any member of the Board of that may be construed as inconsistent herewith.
  - c. The Board of Directors shall prepare an annual report covering the activities of the year and shall submit a copy to the membership.

## Article VII – Duties Of the Board

1. The President shall preside at all meeting of the Board of Directors and any meetings of the Association.
2. The Vice President shall fulfill the duties of the President in his absence.
3. The Secretary shall keep minutes of all the meeting of the Board of Directors and all records of the Association maintain the membership lists and have charge of all correspondence. Financial allowances shall be made to the Secretary by the Board of Directors.
4. The Treasurer shall be custodian of all funds and financial records of the Association, and shall make disbursements at the direction of the Board of Directors.

5. Directors shall act in the interests of all members in accordance with the intent of these By-Laws.

## Article VIII – Meetings of the Board of Directors

1. Meetings of the Board of Directors.
  - a. The Board of Directors shall meet at the call of the President. Regular meetings shall be scheduled at least four times per year.
  - b. A quorum shall consist of two-thirds (2/3) of the total members of the Board and at least one Director from each Chapter.
    - i. A Director may designate another member of the Association, holding equal membership status, as an alternate with full voting rights for a meeting of the Board of Directors that is not a current member of the Board.
  - c. A joint meeting of the incumbent Board of Directors and the Board of Directors for the ensuing year shall be called by the incumbent President, for the purpose of continuity and discussing matters of mutual interest.
2. Prior to each meeting the President of the Association shall furnish each member of the Board of Directors with an agenda of the meeting.
3. Meetings shall be held at such locations as agreed upon by the Board of Directors.
4. Action of the Board of Directors shall require a two-thirds (2/3) majority vote of the members of the Board of Directors.
5. Actions of the Board of Directors may be challenged by a petition of a majority of the Full Members of the Association which is filed within sixty (60) days of said action. The challenge shall be submitted by letter ballot of all Full Members of the Association. A majority vote of all voting members of the Association shall be required to overturn an action of the Board of Directors.
6. The President shall accept petitions from any and all members covering matters of Association interest and include them in the agenda for the succeeding meeting of the Board of Directors.

## Article IX – Meetings of Membership

1. Annual Membership Meeting. The Association shall hold an annual meeting of the membership at the place and on the date that the Board of Directors determines.
2. Special Meetings. Special meetings of the Association membership may be called by the Board of Directors at any time.
3. Notice. The Board of Directors must give Association members reasonable notice of all annual and special meetings. The notice must include a description of the business to be discussed.

## Article X - Appointments

1. Committees. The Board of Directors shall appoint whatever committees are necessary.
2. General Counsel. A General Counsel may be appointed or terminated by the Board of Directors.
3. Executive Director. An Executive Director may be appointed or terminated by the Board of Directors.
4. Auditors. Auditors may be appointed or terminated by the Board of Directors.
5. Rules. The Board of Directors may establish rules that are consistent with these Bylaws for the policies, procedures and programs of the Association.

## Article XI – Chapters

1. Chapters
  - a. A Chapter may be established in any geographic area of Arizona provided there are at least ten (10) Full Members interested in forming a Chapter in that area.
    - i. The geographic extent of any Chapter shall be clearly defined by the Chapter and approved by unanimous vote of the Board of Directors.
      1. The geographical extent of a Chapter may not overlap with that of an existing Chapter.
    - ii. Chapters may choose to limit affiliated members to those that reside or conduct business only within their geographic extent.
  - b. The establishment of a Chapter shall be approved by the Board of Directors upon receipt of such request that meets the following requirements:
    - i. The petition to form a Chapter must be signed by at least ten (10) Full Members who reside or maintain a place of business in the geographic area covered by the Chapter.
    - ii. The petition must include a statement outlining the general operating procedures that the Chapter will follow, including prescribed geographical area, structure and term of Chapter Officers, and any additional dues that the Chapter may determine to levy for membership in the Chapter.
      1. All elements of the petition must be in accordance with these Bylaws.
  - c. A portion of the membership dues received by the Association from members who elect to affiliate with a Chapter shall be allocated to the Chapter by the Board of Directors.
    - i. This allocation is to be determined by the Board of Directors but shall not be less than 50% of the Association Dues provided, however, that any allocation to a Chapter cannot exceed an amount that will result in the Association retaining less than the amount necessary to pay each member's

- portion of dues that may be required to be paid to any affiliate organizations with which the Association affiliates.
- ii. If the Chapter determines that it will levy additional dues for Chapter Membership, these will be collected by the Association along with other membership dues and dispersed to the Chapter.
  - d. Chapters may conduct revenue generating events and the resulting revenues will be retained for the exclusive use of the Chapter.
  - e. Chapters and their officers will be responsible for the use and disbursement of funds, both those generated by the Chapter and those allocated by the Association, provided that such use is consistent with the Bylaws of this Association and the operating procedures adopted by the Chapter.
  - f. Chapters shall designate a treasurer that will be responsible for reporting to the Board of Directors transactions related to the Chapter operations on an annual basis for tax and other government reporting purposes.
2. Student Chapters
- a. The establishment of a Student Chapter shall be approved by the Board of Directors upon receipt of such request that meets the following requirements:
    - i. Only one Student Chapter may be established at an approved college or university within the State of Arizona that offers a Bachelor's or Master's degree program in civil and/or structural engineering.
    - ii. The petition to form a Student Chapter must be signed by at least ten (10) individuals that meet the qualifications of a Student member and who attend the college or university at which the Chapter is established.
    - iii. The Chapter must be endorsed by the dean (or equivalent representative) from the college or university and have at least one faculty sponsor.
  - b. Dues paid by Student members of a Student Chapter shall be set by the Board of Directors and are not to exceed the cost of Student Membership dues to affiliate organizations of the Association or twenty dollars (\$20), whichever is greater.

## Article XII – Fiscal Year

1. Fiscal Year.
  - a. The fiscal year of the Association shall be July 1 to June 30.

## Article XIII – Limitation of Liability

1. Limitations of Liability. Nothing herein shall constitute members of the Association as partners for any purpose. No member, Officer, Director, agent or employee shall be liable for the acts or failure to act on the part of any member, Officer, Director, agent or employee, nor shall any member, Officer, Director, agent or employee be liable for an act

or failure to act under the Articles of Incorporation and these Bylaws except for acts or omissions arising from willful misfeasance.

2. Indemnification and Reimbursement of Directors, Officers, Agents and Employees. To the extent permitted by law, every person who is or was a Director, Officer, agent or employee of the Association or any of its committees or of any other corporation which he/she has served at the request of the Association and in which the Association owns or owned shares of capital stock or of which it is or was a creditor, shall have a right to be indemnified by the Association against all reasonable expenses incurred by him/her in connection with or resulting from any action, suit or proceeding in which he/she may become involved as a party or otherwise by reason of his/her being or having been a Director, Officer, agent or employee of the Association or such other corporation, provided (1) said action, suit or proceeding shall be prosecuted to be final determination and he/she shall be vindicated on merits, or (2) in the absence of such a final determination vindicating him/her on the merits, the Board of Directors shall determine, subject to the provisions of Section 2 hereof, that his/her conduct did not constitute bad faith in the performance of duty to the Association or such other corporation and that defense and disposition of any said action, suit, or proceeding, said determination to be made by the Board of Directors acting through a quorum of disinterested members or in its absence on the opinion of counsel.
  - a. For the purposes of this Article: (a) “reasonable expenses” shall include but not be limited to reasonable counsel fees and disbursements, amounts of any judgment, fine, or penalty, and reasonable amounts paid in settlement; (b) “action, suit or proceeding” shall include every claim, action, suit, or proceeding whether civil or criminal, derivative or otherwise, administrative, judicial, or legislative, any appeal relating thereto, and shall include any reasonable apprehension or threat of such a claim, action, suit or proceeding; (c) settlement, plea or nolo contendere, consent judgment, adverse civil judgment, or conviction shall not of itself create a presumption that the conduct of the person seeking indemnification constituted bad faith in the performance of duty to the Association or such other corporation.
  - b. The right of indemnification shall extend to any person otherwise entitled to it under this article whether or not that person continues to be a Director, Officer, agent or employee of the Association or such other corporation at the time of such liability or expense shall be incurred. The right of indemnification shall extend to the legal representatives and heirs of any person otherwise entitled to indemnification.
  - c. If a person meets the requirements of the Article with respect to some matters in a claim, action suit or proceeding, but not with respect to others, he/she shall be entitled to indemnification as to the former. Advances against liability and expenses may be made by the Association on terms fixed by the Board of Directors subject to an obligation to repay if indemnification proved unwarranted.
  - d. This Article shall not exclude any other rights of indemnification or other rights to which any Director, Officer, agent or employee may be entitled by contract or by vote of the Board of Directors, or as a matter of law. If any clause, provision, or application of this Article shall be determined to be invalid, the other clauses,

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provisions, or applications of this article shall not be affected but shall be applicable to claims, action, suits or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after the adoption hereof.

- e. To the extent permitted by law, officers and members of the Board of Directors and member of any committee designated by the Board of Directors shall, in the performance of their duties, be fully protected in relying in good faith upon books of account or reports made to the Association by any of its officers selected and supervised with reasonable care, or by an independent certified public accountant, or by an appraiser selected with reasonable care by the Board of Directors or by any such committee, or in relying on good faith upon other records of the Association.

## Article XIV – Financial Policy

1. Annual Budget. The Board of Directors shall adopt a budget each fiscal year.
2. Contracts. Except as otherwise provided in Articles of Incorporation and these Bylaws, the Board of Directors may authorize any Officer or Officers or agent or agents to enter into contracts and to execute or draw any instrument on behalf of the Association.
3. Loans. No loans shall be contracted on behalf of the Association and no negotiable paper other than checks shall be issued in its name unless and except as authorized by the Board of Directors.
4. Deposits. (a) All funds of the Association shall be deposited to the credit of the Association in such depositories as the Board of Directors may select or as may be selected by the Officers of Officers, agent or agents, delegated by the Board of Directors; (b) All funds of the Association except for investment accounts shall be in depositories covered by federal deposit insurance and shall be withdrawn according to procedures specified by the Board of Directors.
5. Incurring Indebtedness. No member, committee member, Officer, Director, agent or employee of the Association shall incur any indebtedness in the name of the Association or make any commitment involving the Association unless authorized to do so in writing by action of the Board of Directors.
6. Income. All income for the Association shall be collected by such Officer or Officers, or agent or agents, as the Board of Directors may designate for that purpose.
7. Check, Drafts etc. All bills, drafts, acceptances, checks, endorsements, or other evidence of indebtedness shall be signed by such officer or officers or agent or agents, of the Association as the Board of Directors may provide.
8. Investments. Funds of the Association may be invested and reinvested in such a manner and for such purposes as may be lawful and authorized by the Board of Directors.
9. Disposition of Surplus Funds. Any surplus in excess of normal operation requirements and in excess of a reasonable reserve to be determined by the Board of Directors shall be used to further the purposes of the Association.

10. Annual Financial Report. The Treasurer shall provide to the Board of Directors annually a report of all receipts and disbursements of Association funds. An annual financial report subsequently shall be published by the Board of Directors.
11. Surety Bond. At the request of the Board of Directors, the Executive Director, and any other Officers, agents or employees of the Association as may be determined by the Board of Directors, shall give and file with the Association a surety bond for the faithful performance of their duties in sums as may be fixed by the Board of Directors. The cost of said bonds shall be paid by Association.
12. The Association shall use its funds only to accomplish the purposes specified in the Articles of Incorporation and Bylaws and no part of such funds shall incur or be distributed to the members. On dissolution of any funds remaining shall be distributed to one or more regularly organized and qualified charitable, education, scientific or philanthropic organizations to be selected by the Board of Directors.

## Article XV – Antitrust Policy

1. Antitrust Compliance. It is the undeviating policy of the Association to comply strictly with the letter and spirit of all federal, state and applicable international trade regulations and antitrust laws. Any activities of the Association or Association-related actions of its staff, Officers, Directors or members which violate these regulations and laws are detrimental to the interests of the Association and are unequivocally contrary to Association policy.
2. Implementation. Implementation of the antitrust compliance policy of the Association shall include, but shall not be limited to, the following:
  - a. Association Membership, Board of Directors, Chapter, and Committee meetings shall be conducted pursuant to agendas distributed in advance to attendees; discussions shall be limited to the agenda items; there shall be no substantive discussions of Association matters other than at official meetings; minutes shall be distributed to attendees promptly.
  - b. All Association activities or discussions shall be avoided which might be construed as tending to: (1) raise, lower or stabilize prices; (2) regulate production; (3) allocate markets; (4) encourage boycotts; (5) foster unfair trade practices; (6) assist in monopolization; or in any way violate federal, state or applicable international trade regulations and antitrust laws.
  - c. Members, Officers, Directors or employees who participate in conduct which the Board of Directors, by a two-thirds (2/3) majority vote, determines to be contrary to the Association antitrust compliance policy shall be subject to disciplinary measures up to, and including, termination.

## Article XVI - Amendments

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1. Voting. Voting for amendments shall be done by mail and/or electronic balloting.
  - a. Notice shall be given by mail and/or email twenty (20) days prior to vote date.
2. Amendments. Amendments to these Bylaws may be made by a two-thirds (2/3) vote of the voting members.
3. Emergency amendments may be made at any time by a two-thirds (2/3) vote of the Board of Directors, but emergency amendments are temporary and subject to subsequent approval by a two-thirds (2/3) vote of the Full Members within thirty (30) days.