

BY-LAWS

Structural Engineers Association of New York (SEAoNY)

Updated ~~April 5, 2001~~ January 1, 2010

ARTICLE I – LOCATION AND OBJECTIVES

Section 1 - Name and Location

The name of this organization shall be Structural Engineers Association of New York, abbreviated as SEAoNY. The office of the Association shall be located in the State of New York.

Section 2 - Purposes and Objectives

The Association is established for the following purposes and objectives:

- a) To uphold and preserve the laws of New York State regarding the practice of ~~Professional~~ Structural Engineering.
- b) To advance and promote the art and science of Structural Engineering.
- c) To foster the principle that Structural Engineering services must be performed on the basis of mature practical and technical judgment independent of commercial interests.
- d) To provide a social forum where members can meet one another and share ideas and experiences.
- e) To educate the public about the practice of Structural Engineering.
- f) To encourage the Structural Engineers to maintain strict ethical standards in their professional practice.
- g) To provide a forum on a statewide basis for Structural Engineers to exchange ideas, experience and knowledge and to develop standards and guidelines to the benefit of the profession and public.
- h) To represent New York Structural Engineers on a local and national basis.
- i) To enhance the quality of services provided by the profession and promote excellence in the practice of Structural Engineering.
- j) To encourage excellence in engineering education.

- k) To promote uniformity of action 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 and the public.

ARTICLE II - MEMBERSHIP

Section 1 - Grades

Membership in the Association may be held by individuals only, and shall consist of the following grades: Member, Associate Member, Affiliate Member, Life Member, Honorary Member and Student Member.

Section 2 - Member ~~Qualifications~~

A Member shall have received a Baccalaureate or higher degree in engineering from an accredited university, be actively engaged in the practice of Structural Engineering as their primary profession, and be licensed by the State of New York as a Professional Engineer.

Section 3 - Associate Member

An Associate Member shall be subject to the same qualifications as Member except that the individual shall not be licensed as a Professional Engineer.

Section 4 - Affiliate Member

An Affiliate Member shall, in the opinion of the Board of Directors, be qualified to cooperate with Professional Engineers in the advancement of their professional knowledge, practice and welfare.

Section 5 - Life Member ~~Qualifications~~

A life member shall have been a Member in good standing of this Association for a minimum of 10 years; shall, in the opinion of the Board of Directors, have retired from actively practicing engineering; shall have made written request to the Board of Directors for such membership classification; and shall have been awarded such membership classification by the Board. A Member receiving such status shall retain the status on member if previously held, together with its privileges, plus the designation "Life."

~~A Member receiving such honorary title shall retain the status of Member if previously held, together with its privileges, plus the designation "Honorary."~~

Section 6 - Honorary Member-~~Qualifications~~

An Honorary membership may be awarded by the Board of Directors to a person who meets the following qualifications:

- a) A person of acknowledged experience in some branch of engineering or the science related thereto, or
- b) A person who ~~have~~-has been active in the profession of Structural Engineering for 25 years or more and who, in the opinion of the Board of Directors, has contributed outstanding service to the profession of Structural Engineering and the Association.

A Member receiving such honorary title shall retain the status of Member if previously held, together with its privileges, plus the designation "Honorary."

Section ~~7.6.1~~- Student Member-~~Qualifications~~

A Student Member shall be a full or part-time student pursuing a degree course in Civil or Structural Engineering.

Section ~~8.7~~- Disqualification

A member ceases to be a member of the Association upon failure to pay dues or assessments in a timely manner.

Section ~~9.8~~- Resignation

A member may resign by written communication to the Secretary, who shall present the same to the Board of Directors. If the member's dues and assessments have been paid for the current year, his resignation shall be accepted.

Section ~~10.9~~-Expulsion

The Board of Directors shall consider proceedings toward the expulsion of any member:

- a) Found guilty of unprofessional conduct in the practice of Professional Engineering as defined in the NCSEA Model Code of Ethics, which has been adopted by the New York Member Organization.

- b) Upon information coming to its notice that a person belonging to the Association has acted in a manner derogatory to the engineering profession.
- c) Upon the written request of five or more Members that a person belonging to the Association be expelled for cause set forth.

The Board of Directors shall consider each case and if the circumstances appear to warrant further action, it shall advise the accused of the charges against him or her who may, if he or she so desires, present a defense either in person or in writing, which shall be considered for final action at a meeting of the Board of Directors of which the accused shall receive due notice.

No member shall be expelled except by an affirmative vote of two-thirds of the entire Board of Directors.

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

Section ~~11.0~~-List of Members

A list of current Members shall be kept by the Secretary of the Association, with assistance by the Executive Director as the Board of Directors arranges. Members have the option of listing their contact information as shared or private. An alphabetical listing of membership listing, with only names designated as shared, shall be made available to members ~~two weeks before the Annual Meeting upon request.~~

ARTICLE III - DUES AND ASSESSMENTS

Section 1 - Dues

Dues for all member grades shall be set annually at the discretion of the Board of Directors.

Section 2 - Schedule

Dues for a given fiscal year shall be paid by September 31st of that year.

Section 3 - Partial Year Dues

New Members joining between September 1st and March 1st shall pay full dues and those joining between March 1st and August 31st fifty percent.

Section 4 - Remittance

The Board of Directors at its discretion may remit part or all of the dues of any Member or extend time of payment of same.

Section 5 - Assessments

Any additional money required to carry on the activities of the Association shall be raised through assessments. Any Assessments levied by the Board of Directors shall be referred to the Members by a letter ballot. A two-thirds majority approval by those voting, provided at least 50% of the Members vote, shall be required to approve the assessment.

ARTICLE IV – ORGANIZATION

Section 1 - Officers

The Officers of the Association shall be President, President-Elect, Secretary and Treasurer. Officers must be Members of the Association.

Section 2 - Board of Directors

The Board of Directors shall consist of the Officers, the immediate Past-President, plus two Board Members from each chapter. If there are no chapters, five Board Members shall be elected by the membership. Board Members shall be subject to the same qualifications as Officers.

Section 3 - Terms

The term of office shall be one year for President and President-Elect and two years for Secretary and Treasurer. Secretary and treasurer shall be elected on alternate years. The Past-President term shall be for one year immediately following the conclusion of a term as President. Other Board Members shall serve two years with half of the positions open for election each year. New Officers and Board Members shall begin their terms on September 1st following their election.

Section 4 - Succession

Officers shall be ineligible to succeed themselves.

Section 5 - Resignation

Any Officer or Board Member of the Association who submits his written resignation to the Secretary or who is absent for three consecutive board meetings, in the two-thirds majority opinion of the Board of Directors without excusable cause, shall be deemed to have resigned.

Section 6 - Removal

Any Officer or Board member of the Association may be removed by a two-thirds majority vote of all of the remaining Directors.

Section 7 - Vacancies

If any vacancies occur in the Board of Directors caused by death, resignation, disqualification or removal from office of any Director, or otherwise, a majority of the Directors then in office, though less than a quorum, may choose a temporary successor or successors, until the chapters which elected the vacating Directors shall elect, pursuant to these Bylaws, a permanent successor or successors. Each successor Director shall be elected for the unexpired term of the predecessor in office.

Section 8 – Executive Director

An Executive Director may be employed by the Board of Directors to be responsible for the management of the administrative functions of SEAoNY. The Executive Director shall provide assistance to all committees as required but may not vote on any matter before the Board of Directors or committees. The Executive Director shall, if so arranged by and under the oversight of the Board of Directors, maintain the property, books, accounts, and quarters of SEAoNY.

Section 9 – NCSEA Delegate

The National Council of Structural Engineers Associations (NCSEA) requires the representation of at least one Delegate at the annual conference from each Member Organization. The Board of Directors shall appoint an individual to fulfill this role for SEAoNY. If no individual is named, the President shall act as the Delegate.

ARTICLE V - NOMINATING AND VOTING

Section 1 - Eligibility

All Members and Associate Members who have their dues and assessments, if any, paid shall be eligible to vote in elections for Officers, Board Members and Amendments. A current list of all eligible voting members shall be maintained by the Secretary and shall be accessible to the members.

Section 2 - Nominating Committee

There shall be a minimum of four members of the Nominating Committee. The Nominating Committee shall consist of the President, President-Elect and a minimum of one Board Member from each chapter who is appointed by the President. In lieu of a separate committee, the Board of Directors, with assistance by the Executive Director as requested by the Board of Directors, shall be able to perform the functions of the Nominating Committee

Section 3 - Nominations

Members shall be nominated for election as an Officer or Board Member by written petition signed by at least five members. This petition shall be submitted to the Nominating Committee on or before June 1st. The Nominating Committee will interview the nominee to assess whether he or she is willing and able to serve in that position.

Section 4 - Ballots

The Nominating Committee shall publish nominations to the membership of the Association on or before June 15th. Ballots will be sent to Members on or before June 15th.

Section 5 - Quorums

One fifth of the membership and at least two-thirds of the Board of Directors constitutes a quorum for voting by the membership.

Section 6 - Voting

All marked ballots shall be submitted mailed by hard copy, fax, or electronic mail to the ~~Secretary~~Board of Directors, or to the Executive Director if so arranged by the Board of Directors, and shall be postmarked July 1st. Telephoned ~~or telefacsimile~~ ballots shall not be accepted. Officers and Board Members shall be elected by a simple majority of the votes cast.

Section 7 - Recording the Vote

The Secretary shall deliver all unopened ballots to the Nominating Committee no later than July 10th. The Nominating Committee shall open and record each vote.

Section 8 - Ties

In the event of a tie between two or more candidates for the same office, the Nominating Committee shall immediately cast a secret ballot to select one of the candidates.

Section 9 - Results

The results of the voting shall be announced at the annual meeting.

ARTICLE VI - AMENDMENTS

Section 1 - Initiation

By-laws changes shall be initiated by petition signed by at least ten members or by action of the Board of Directors.

Section 2 - Voting

The By-laws adopted by the Interim Officers, shall be ratified by a two-thirds majority vote of the members.

The Bylaws may be repealed or amended by two-thirds majority of the member vote cast. Voting on changes to the By-laws shall be by secret letter ballot and may be conducted through mail, Facsimile or electronic mail.

Section 3 - Notification

Proposed By-laws changes shall be sent to all members in writing at least fifteen day before voting takes place.

ARTICLE VII – NOTICES AND MEETINGS

Section 1 - Notices

Notices of meetings shall be distributed to all members entitled to vote by mail, electronic mail or telephone facsimile between fourteen and twenty-eight days prior to meetings. At the discretion of the Board of Directors, special meetings may be called upon shorter notice.

Section 2 - Meetings

All meeting of members shall be held at locations selected by the Board of Directors.

Section 3 - Annual Meeting

An annual meeting of the members commencing in the year 1996 shall be held during the month of September. Elections for Officers and Board Members shall be held at the annual meeting or by an alternate approved method within ninety days prior to the annual meeting.

Section 4 - Procedures

Business proceedings at all meetings shall be governed by "Roberts Rules of Order."

Section 5 - Consents

Any action which may be taken at a meeting of the Members or Board of Directors of the Association may be taken without a meeting if a consent in writing setting forth the actions so taken is signed by all the Members entitled to vote with respect to the subject matter of the actions, and this consent has the same force and effect as a unanimous vote of the membership or Board of Directors as applicable.

Section 6 - Telephone Meetings

The Board of Directors may participate in and hold a meeting by means of a conference telephone or similar communication equipment by means of which all persons participating in this meeting can hear each other, and participation in this type of meeting constitutes presence in person at the meeting except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not properly called or convened.

ARTICLE VIII – POWERS AND DUTIES OF OFFICERS

Section 1- President

- a) The President shall be the chief governing officer and shall preside at all meetings of the Association and of the Board of Directors.

- b) The President shall propose an annual budget to the Board of Directors for their approval.
- c) When the Association is called upon to provide a position on an issue, the President will act as the official spokesperson of the Association and will do so pursuant to the By-laws and to the Purposes and Objectives of the Association.
- d) The President will represent the Association, pursuant to these By-laws, in related external public forums and organization when called upon to do so.
- e) The President may delegate the duties of the President and shall report such delegations to the Board of Directors.

Section 2 - President-Elect

- a) The President-Elect shall fulfill the duties of the President in the absence of the latter. In the event of the death of the President, the President-Elect shall succeed the President until the next annual meeting.
- b) The President-Elect has the other powers and shall perform the other duties as the Board of Directors may, from time-to-time, prescribe or as the President may from time-to-time, delegate to the President-Elect.

Section 3 - Secretary

- a) The Secretary shall give, or cause to be given, notice of all meetings of the Association and of the Board of Directors.
- b) The Secretary shall keep an accurate record of all Meetings of the Association and of the Board of Directors. A copy of such minutes shall be preserved in the Association office and shall be distributed to the Board of Directors and to any other member who makes a reasonable request.
- c) The Secretary shall preserve the membership list.
- d) The Secretary shall perform such other duties as may be prescribed by the Board of Directors or the President.

- e) The Secretary may utilize the assistance of the Executive Director in fulfilling his or her duties, as allowed by the Board of Directors.

Section 4 - Treasurer

Formatted: Bullets and Numbering

- a) The Treasurer shall maintain custody of all Association funds and securities.
- b) The Treasurer shall keep full and accurate accounts of receipts and disbursements of the Association and shall deposit all money and other valuable effects in the name and to the credit of the Association in the depositories as may be directed by the Board of Directors.
- c) The Treasurer shall disburse the funds of the Association as may be ordered by the Board of Directors, taking proper vouchers for these disbursements, and shall render to the President and Directors, at the regular meetings of the Board of Directors or whenever requested by the Board of Directors, an account of all transactions of the Treasurer and the financial condition of the Association.
- d) The Treasurer shall perform all the other duties as may be prescribed by the Board of Directors or by the President.
- e) The Treasurer shall prepare an annual report of receipts, expenditures and accounts for review by the Board of Directors and presentation at the annual meeting.
- f) The Treasurer shall assist the President in preparation of an annual budget for presentation to the Board of Directors.
- g) The Treasurer may utilize the assistance of the Executive Director in fulfilling his or her duties, as allowed by the Board of Directors.

Section 5 – Past-President

- a) The Past-President shall attend Board of Directors meetings and shall serve as continuity support for the Board of Directors regarding past decisions, initiatives, and monetary expenditures.
- a) The Past-President shall serve to transition the incoming President and President-Elect to their role as leaders of SEAoNY with other member, city, and state organizations.
- b) The Past-President may vote on matters of the Board of Directors only in the absence of other Board Members or as a tie breaker. Past-President shall not vote when all Board Members are present and a tie does not exist.
- c) The Past-President shall serve as a voice of outreach for SEAoNY and an ambassador to other organizations.

Section 6 - Executive Committee

- a) The Association By-laws hereby provide for an Executive Committee consisting of the President, the President-Elect, the Secretary and the Treasurer.
- b) The Executive Committee may act, when immediate action is necessary, and by majority vote of the Executive Committee, for the Board of Directors between regular Board Meetings, and will report at the next Board Meeting any such actions that have been taken.

Section 7 - Compensation

The Officers and agents of the Association shall receive no compensation for their services as Officers and agents of the Association, but the Board of Directors may authorize the payment of reimbursement of expenses actually incurred by an Officer or an agent of the Association in performing the scope of duties for the Association.

ARTICLE IX- POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1 - Powers

- a) The powers of the Association shall be exercised, its property controlled, and its affairs conducted by the Board of Directors, except as limited by these By-laws.
- b) The Board will determine official public positions of the Association on matters relating to the Association and to the practice of Structural Engineering.
- c) The Board shall authorize expenditure of Association Funds

Section 2 - Duties

- a) The Board shall manage the business and the affairs of the Association.
- b) The Board shall uphold and promote the purposes and objectives of the Associations as stated in these By-laws.

Section 3 - Quorum

A quorum at a meeting of the Board of Directors shall consist of two-thirds or more members of the Board.

Section 4 - Voting

Decisions by the Board shall be made by majority vote pursuant to these By-laws. In the event of a tie vote, the President or Past-President shall cast the deciding vote.

Section 5 - Compensation

The Directors of the Association may not receive any salary, but by resolution of the Board, expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board.

ARTICLE X - CHAPTERS

Section 1 - Establishment

The Board of Directors, may from time-to-time, establish chapters of the Association which will be named after the principal city or geographical location of the chapter.

Section 2 - Chapter Membership

Upon the initial formation of the chapters, each member of the Association shall have the option of joining the chapter of choice by filing a declaration with the Secretary of the Association. Transfer of membership from one chapter to another shall be governed by the By-laws of the chapters.

Section 3 - Formation

Any ten regular members of the Association may petition the Board of Directors to establish a new chapter of the Association. If the Board of Directors agrees that there is sufficient membership to justify a new chapter, the Board of Directors shall establish the new chapter and re-designate the territorial areas of any other chapters affected by the creation of the new chapter.

Section 4 - Chapter Organization

The regular members of a chapter may adopt, amend, or appeal its own internal By-laws, subject to the approval of the Board of Directors. The chapter shall have the same membership classifications as are described in these By-Laws. In the event of a conflict, these By-laws shall prevail.

Section 5 - No Chapters

Until chapters are established by the Board of Directors, the Board of Directors shall act as the governing board of sole chapter of the Association and shall perform all duties prescribed for a governing board of a chapter.

Section 6 - Abolition

If a chapter ever has fewer than ten regular members, or if, in the judgment of the Board of Directors, a chapter has failed, after proper notice the governing board of the chapter, to carry out the purposes and objectives of the Association, the Board of Directors may abolish the chapter, re-designate the territorial areas of any other chapters affected by the abolition of the chapter, and reassign the members of the abolished chapter to other chapters.

ARTICLE XI – COMMITTEES

Section 1 - Standing Committees

a) Permanent Standing Committees may include:

Programs ~~and Meetings~~
Nominating
Membership
Publications
Professional Practice
Codes and Standards
Website
Sponsorship

b) Additional Standing Committees may be created, or existing ones eliminated, by the Board of Directors.

c) The membership on Standing Committees shall be at the discretion of the Board of Directors.

Section 2 - Other Committees

a) The Board of Directors may appoint and eliminate any other committees at its discretion.

b) The membership on other committees shall be at the discretion of the Board of Directors.

c) These other committees shall have the names as may be designated by the Board of Directors.

All checks or demands for money shall be signed by an Officer(s) of the Association or other person so designated by the Board of Directors.

~~Section 3—Each committee shall consist of two or more individuals, a Board of Directors liaison and a Chairperson majority of whom are Directors, which committees have the power and authority and shall perform the functions as may be provided in the authorizing resolution. These individuals serve to govern the committee but shall report to and consult with the Board of Directors for all global Member Organization direction.~~

~~Section 4—All committees shall keep regular minutes of the proceedings and report the same to the Board of Directors when required, but not less than annually for publication in the Association’s Annual Report.~~

ARTICLE XII – GENERAL PROVISIONS

Section 1 - Fiscal Year

The Fiscal Year for the Association shall start on September 1st.

Section 2 - Seal

The seal of the Association shall be used only by the Association for its activities and affairs. Only Officers of the Association have the power to authorize its use.

Section 3 - Indemnification

All current or former Board Members, Officers, Members of Committees or any person who may have served at the request of the Association as a Director or Officer of another Association, shall be indemnified and made whole by this Association against expenses including attorneys fees incurred by such Board Member, Officer or Committee Member in connection with the defense of any action, suit, or proceeding in which he or she is made a party by reason of his or her being or having been such Director, Officer or Committee Member except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed to be exclusive of any other rights to which such Board Member, Director, or Committee Member may be entitled under any law, agreement, vote of the Board of Directors or otherwise.

Section 4 - Checks