

STRUCTURAL ENGINEERS ASSOCIATION OF COLORADO

BYLAWS

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BYLAWS
OF THE
STRUCTURAL ENGINEERS ASSOCIATION OF COLORADO

Amended April 2018

ARTICLE I NAME AND ORIGIN

The name of this association shall be the Structural Engineers Association of Colorado, hereinafter referred to as SEAC. SEAC was established in 1954 as an organization of structural engineers who were owners of structural engineering or architectural firms and was expanded in 1992 to be open to all structural engineers and persons with an interest in the objectives of SEAC.

ARTICLE II OBJECTIVES

The overall objective of SEAC is the advancement of the practice of structural engineering for the benefit of public safety and the structural engineering profession.

SEAC is also established for the following purposes:

1. To be a forum for discussion of professional and technical issues of interest to structural engineers.
2. To promote good business relations and practices among structural engineers and related professionals.
3. To develop policies, guidelines, and standards for technical, professional, and business matters concerning the practice of structural engineering.
4. To participate with other organizations in the development of standards, codes, and other documents that affect the practice of structural engineering.

5. To work toward the development, promulgation, and enforcement of effective regulation of the practice of structural engineering.
6. To promote the qualifications-based selection of structural engineering services.
7. To encourage the pursuit of excellence in engineering work and give recognition to special achievements.

ARTICLE III MEMBERSHIP

1. **Qualifications:** Membership in SEAC may be held by individuals only, and shall consist of the following categories.
 - A. **Professional Members** are professional engineers registered by the State of Colorado who are actively practicing, teaching or conducting research in the field of structural engineering.
 - B. **Retired Professional Members** are former SEAC Professional Members who have retired from active practice in the field of structural engineering.
 - C. **Student Members** are full-time students, registered for a minimum of twelve (12) credit hours per semester, who are pursuing engineering degrees at colleges and universities, or high school students who are interested in the practice of structural engineering.
 - D. **Affiliate Members** are persons with an interest in the objectives of SEAC.
 - E. **Life Members** are past Professional Members who may or may not currently practice structural engineering but who, as a result of past membership in and service to SEAC, are granted Life Membership. Life membership shall require a written request by any other member of SEAC submitted to the Board of Directors for their approval.

The Life Member category shall be a method of recognizing distinguished service to SEAC. Distinguished service to SEAC shall include, as a minimum, the following: served as an officer or director; served on committees; and served in a continuous fashion throughout membership. This category of membership is intended to honor service and to encourage continued participation in the organization.

- F. **Honorary Members** are those persons who have:
- 1.) Achieved acknowledged eminence in some branch of engineering or the science related thereto, or
 - 2.) Contributed outstanding service to the profession of structural engineering and SEAC.
2. **Voting Members:** Only Professional Members, Retired Professional Members, and Life Members shall have the right to vote.
3. **Admission:** A person is admitted to membership in SEAC as a Professional, Student, or Affiliate member upon a review by the Membership Committee followed by a majority vote of the Board of Directors.
- A. Past Members who wish to reinstate membership must pay dues for the current year. If the membership lapse is greater than 2 years, the individual must reapply for membership.
 - B. Life Members and Honorary Members are selected by the Board of Directors upon a written request by any member of SEAC. Self nominations are not permitted.

Admission to Honorary Membership also requires a majority vote of Voting Members present at a General Meeting where prior written notice has been given that such a vote would be taken.

- C. A change in membership category requires a written request from the member to the Board of Directors.

ARTICLE IV ORGANIZATION

1. **Officers:** The officers of SEAC shall be a President, a Vice-President/Treasurer and a Secretary.
2. **Board of Directors:** The Board of Directors, also referred to herein as the Board, shall consist of the three (3) elected officers listed above, together with the past President and three (3) elected directors, with the President acting as Chair. All officers and directors must be Voting Members of SEAC.
3. **Committees:** Committees shall be established at the discretion of the Board to carry out objectives and operations of SEAC, except that the Board may also establish a committee upon petition by the membership. Such petition for establishing a committee shall be signed by at least ten (10) Voting Members, .

ARTICLE V OFFICERS AND DIRECTORS

1. **Term:** The term of an officer shall be one (1) year. The terms of the three directors shall be staggered and shall each last for three (3) years. These terms shall begin on January 1 and shall continue for the term, or until a duly elected or appointed (in case of a vacancy) successor takes each office. No officer or director may be elected to serve in two (2) positions simultaneously.
2. **Vacancy:** In the event of a vacancy in the office of President, the Vice-President/Treasurer shall succeed to that office. Permanent or temporary vacancies in the office of Vice-President/Treasurer, Secretary, or Director may be filled by appointment by a majority vote

of the Board. Directors and Officers appointed to fill a term exceeding one (1) year shall stand for election by the membership at the next regular elections.

3. **Succession:** An individual shall not be elected to serve successive terms in the same office or as a director. An individual may serve successive terms in different offices.

4. **Election of Officers and Directors:**

A. The President shall appoint a Nominating Committee consisting of three (3) Voting Members of SEAC. Members of the Nominating Committee shall not be nominated as a candidate for officer or Director.

B. The Nominating Committee shall nominate one (1) or more qualified and willing SEAC Voting Members for each of the offices of President, Vice-President/Treasurer, Secretary and one (1) director.

C. The Nominating Committee shall present its nominations, including a description of the candidates' backgrounds, to the Secretary.

D. Nominations shall be announced at the Annual Meeting. Additional nominations by Voting Members may be made from the floor of the Annual Meeting. All nominees from the floor shall indicate a willingness to serve before the nomination will be accepted.

E. The Secretary shall oversee the preparation of a ballot by the administrative staff containing the names of all nominated candidates and also containing a blank space for each position in which the name of a write-in candidate may be written. The Secretary shall send the ballot to all Voting Members of SEAC. Ballots may be sent by mail, e-mail, or via web-based tools such as Survey Monkey. The ballot shall be due not less than twenty-one (21) days after the date of distribution. If a write-in candidate receives the most votes but is unwilling to serve, the candidate with the next highest number of votes shall be declared elected.

- F. The administrative staff shall collect the ballots, and provide them to the Secretary and one director who shall tally the votes.
- G. The candidate receiving the highest number of votes for each office shall be declared elected. In the case of a tie, the Board shall decide the winner.
- H. All members of SEAC shall be informed of the successful candidates from the election in the first newsletter of the following year.

ARTICLE VI MANAGEMENT

- 1. **Board:** The management of SEAC shall be vested in the Board, subject to the SEAC Articles of Incorporation, these Bylaws, and the directives of the membership, as expressed by a majority vote of Voting Members in attendance at a General Meeting or through letter ballot.
- 2. **Annual Report:** The Board shall make an annual report to the membership, which shall include a financial statement and such other matters as may be deemed appropriate.
- 3. **President:** The President shall:
 - A. Provide the detailed management of the affairs of SEAC acting under the oversight and authority of the Board.
 - B. Preside at General Meetings and at Board Meetings.
 - C. Set the order of business at all of the above meetings.
 - D. Carry out the directives of the Board.
 - E. Act as liaison with related organizations.
 - F. Act as spokesperson for SEAC.

- G. Act as liaison to the Board for selected Committees.
4. **Vice-President/Treasurer:** The Vice-President/Treasurer shall:
- A. Preside at all General and Board Meetings in the absence of or at the request of the President and perform all of the President's duties at such meetings.
 - B. Be in charge of all funds, sign checks for authorized expenses, notify bank of change of officers, present a statement of finances at General Meetings at the request of the Board, oversee the distribution of the annual dues notices in December, and with the assistance of the administrative staff, collect annual dues, send out overdue notices as needed, and produce the year-end financial statement.
 - C. File the required paperwork with the selected accountant for preparation of the annual return with the I.R.S.
 - D. File the association's annual report with the Colorado Secretary of State.
 - E. Act as liaison to the Board for selected Committees.
5. **Secretary:** The Secretary shall:
- A. Record the proceedings of all Board Meetings, present minutes of such meetings to the Board, and oversee the maintenance of all records by the administrative staff. Record all votes conducted during General Meetings and provide the minutes to the administrative staff for distributions to the Membership.
 - B. Oversee and verify the preparation, distribution, collection, tally, and announcement of the results of all ballots.

- C. Provide notices of General Meetings and of all regular meetings of the Board to all members at least ten (10) days before each meeting.
- D. Act as liaison to the Board for selected Committees.

6. **Directors:** The directors shall:

- A. Attend and participate in Board, and General Meetings.
- B. Act as liaison to the Board for selected Committees.
- C. Assist officers in arranging speakers and sponsors for the General Meetings.
- D. Work with the officers in advancing and promoting the practice of structural engineering through development of programs and activities for the Membership.
- E. Provide content for newsletters and other communication to the Membership as agreed upon by the officers and other directors.

ARTICLE VII MEETINGS

- 1. **General Meetings:** General Meetings are meetings to which the entire SEAC membership is invited.
 - A. There shall be at least two (2), but not more than twelve (12), General Meetings held each year. One of the General Meetings shall be known as the Annual Meeting and shall be held in October or November.
 - B. General Meetings may be called by the Board with a minimum of ten (10) days advance notice to the membership.
 - C. Twenty (20) percent of the Voting Members shall constitute a quorum for the transaction of business at all General Meetings.

2. **Board Meetings:**

- A. Regular meetings of the Board shall be held at least four (4) times per year.
- B. Special meetings of the Board may be called by the President or by any other two (2) Board members upon ten (10) days notice.
- C. Four (4) members of the Board shall constitute a quorum for the transaction of business.

3. **Committee Meetings:**

- A. Each committee shall schedule and hold meetings as necessary to fulfill its stated purpose and achieve its goals.
- B. Expenses exceeding a committee's Board-approved annual budget require prior approval of the Board.

4. **Rules of Order:** The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern all meetings of SEAC, including Board and committee meetings, in all cases to which they are applicable and in which they are not inconsistent with the Articles of Incorporation, these Bylaws, or any special rules adopted by the Board.

5. Recommendations may be made by a meeting of the Voting Members or of the Board without a quorum and may be recorded in minutes if noted that a quorum is not present, but such recommendations shall not become official actions until ratified at a meeting with a quorum or by a letter ballot.

ARTICLE VIII DUES

1. **Amount of Dues:** The yearly dues for each category of membership shall be reviewed by the Board and any recommended changes shall be passed by a majority of the Board, and by a majority of Voting Members in attendance at the next General Meeting where prior notice has been given, or by letter ballot.

2. **Payment and Suspension:** Annual dues for the coming year are due in January. Any member whose dues are more than three (3) months in arrears may be suspended from membership by the Board.
3. **Adjustments:**
 - A. Adjustments to dues shall be proposed by the Board and approved by a majority vote of the Voting Members in attendance at the next General Meeting where prior written notice has been given, or by letter ballot.
 - B. New members will be assessed dues for the first year as follows: Members joining in the months of January through July will be assessed one hundred percent (100%) of the annual dues. Members joining in the months of August through October will be assessed fifty percent (50%) of the annual dues for the remainder of the year. Dues will be waived for members joining in November or December for the remainder of the year.
 - C. Life Members and Honorary Members shall not be required to pay dues.

ARTICLE IX RECALL

An officer, director, or delegate may be recalled by the membership in an election by petition as follows:

1. A petition for recall shall be signed by at least twenty (20) percent of the Voting Membership and shall be presented at either a Board Meeting or a General Meeting.
2. The names of the Voting Members on the petition shall be checked against the current roster by the administrative staff following the meeting where the petition is presented. The Secretary along with a proponent of the petition, and with the assistance of the administrative staff, shall verify the names on the petition are Voting Members.

3. The Secretary shall oversee the preparation of a letter ballot with the choice of “Yes” or “No” on the recall question for each individual, officer, director, or delegate named on the petition. The ballot shall be distributed to the membership within one (1) week of validation and shall be due within fifteen (15) days of distribution.
4. The administrative staff shall collect the ballots. The Board shall appoint a Teller Committee of two (2) present or past officers who are not named on the recall petition to count the ballots. If the Secretary is named in the recall, the Teller Committee shall perform the duties noted above in lieu of the Secretary.
5. At least a majority of the Voting Members must return ballots for the election to be valid.
6. The officer director, or delegate is recalled from office if a majority of the votes are in favor of recall.

ARTICLE X PUBLICATIONS

Except for newsletters and calendar notices, any policy statement, publications, etc. labeled or presented as endorsed or approved by SEAC shall be approved by a majority vote of the Voting Members in attendance at a General Meeting where prior written notice has been given. Such actions are specifically subject to the provisions of Article XI. Likewise, outdated publications may be rescinded, changed, or declared void by the same procedure.

ARTICLE XI REPRESENTATION

The Board shall appoint SEAC members as delegates to represent SEAC in any engineering, technical, professional or political group with which a majority of the Voting Members at a General Meeting has voted to be affiliated. Delegates shall report all their activities on behalf of SEAC to the Board, either in writing or in person at a Board meeting. Where a delegate is called upon to make a statement of position on behalf of SEAC, such position shall first be approved by the Board and presented as the position of the Board of Directors of SEAC, unless that position has been

approved by the Voting Members, in which case it may be presented as the position of the membership of SEAC. Review of specific items may be delegated by the Board to a committee, but the committee must report the recommended actions to the Board for approval. Letters written by a member stating a position on behalf of SEAC shall require verbal approval by the majority of the Board of Directors and two signatures, one of which shall be that of the President. The use of SEAC letterhead and logo is restricted to the Board, Committee members and the administrative staff.

The SEAC delegate to NCSEA shall be appointed by the Board. Past Board members and active Committee Chairs with thorough knowledge of SEAC are eligible. The delegate is the official liaison between SEAC and NCSEA.

Delegates shall discuss with the Board prior to voting on NCSEA issues, and shall communicate and vote the Board's position on NCSEA issues.

The delegate shall serve at least 2 years but no more than 5 years. At the end of the delegate's term, the board shall conduct a search for, and ultimately appoint, a new delegate. Previous delegates are not eligible unless no other candidate is available.

The Alternate delegate shall be the current SEAC Vice President (incoming President). The Alternate delegate shall serve for one year.

ARTICLE XII LETTER BALLOTS

1. **Call:** Letter ballots sent to all Voting Members shall be used for the following instances:
 - A. Election of officers.
 - B. Recall of officers, directors, and delegates
 - C. All amendments to these Bylaws.
 - D. All matters petitioned by twenty (20) percent of Voting Members, A voice vote or written ballot on a matter during a General Meeting by twenty (20) percent of Voting Members in attendance shall be considered an acceptable petition for letter ballot.
 - E. Any matter recommended by the Board.

2. **Procedure:** Except for elections of officers (see Article V), recall elections (see Article IX), and the additional requirements for amendments to these Bylaws (see Article XIII), the following shall apply to letter ballots:
- A. Ballots shall provide the following alternatives: Yes, No and Not Voting. Written comments are encouraged, especially for a “No” vote, if a revision in the ballot would change the negative to affirmative.
 - B. Closing date for return of the ballots shall be not less than ten (10) days and no more than fifty (50) days after the date distributed, unless stated otherwise in the adopting motion.
 - C. Ballots shall be counted by the Secretary and one director.
 - D. A majority of the ballots which Voting Members are entitled to cast must be returned and at least two-thirds (2/3) of the ballots returned must be in the affirmative to record a favorable vote. With the exception of minor editorial revisions, any proposed change(s) for resolution of written comments and/or negative votes will require subsequent approval by the Voting Membership, either at a General Meeting or through another letter ballot.
 - E. All votes and supporting materials shall be filed with the Secretary. The Secretary shall report the results of the balloting to the membership, including all comments.

**ARTICLE XIII AMENDMENT
TO THESE BYLAWS**

These Bylaws may be amended by a letter ballot, as provided for in Article XII, with the following additional requirements:

1. The proposed amendment shall be submitted in writing in a General Meeting notice and reviewed at the General Meeting.
2. For passage, at least two-thirds (2/3) of the ballots which Voting Members are entitled to cast must be returned and at least two-thirds (2/3) of the ballots which Voting Members are entitled to cast must be in favor of the proposed amendment.

Amendments which are passed shall take effect immediately, unless stated otherwise in the adopting motion.