

**STATE ASSOCIATION  
STRUCTURAL ENGINEERS ASSOCIATION OF WASHINGTON  
BYLAWS**

**JULY 2011**

**ARTICLE I**

**Offices**

- Section 1. *Registered Office and Registered Agent.* The registered office of the Association shall be located in the State of Washington at such place as may be fixed from time to time by the Board of Trustees upon filing of such notices as may be required by law, and the registered agent shall have a business office identical with such registered office.
- Section 2. *Business Office.* The business office of the Corporation shall be located in the State of Washington at such place as may be fixed from time to time by the Board of Trustees

**ARTICLE II**

**Purpose**

- Section 1. The purpose of this Association shall be as stated in the Articles of Incorporation filed with the Secretary of the State of Washington on April 22, 1950 and as amended.
- Section 2. This Association is not formed for the purpose of carrying on any public trade, avocation, or profession for profit and no pecuniary profit shall inure to any member.

**ARTICLE III**

**Membership**

- Section 1. The STRUCTURAL ENGINEERS ASSOCIATION OF WASHINGTON, hereinafter referred to as the "Association" shall be composed of "Chapters" as provided hereinafter. A Chapter shall consist of a group of licensed Structural Engineers and others actively engaged in the practice of Structural Engineering as may hereinafter qualify for and be duly elected to membership. The names of each Chapter shall be descriptive of the general geographical area in which it is located.
- Section 2. *Formation of new chapters.* A prospective Chapter shall furnish a copy of its bylaws, together with a list of its membership and such other information as may enable the Board of Trustees to determine its qualifications for membership. The membership list of each Chapter shall identify each member's classification and standing as described in Article IX. The Board of Trustees of the Association shall review all qualifications of a prospective Chapter and if the number of registered structural engineer membership is five (5) or more and the Board finds that it qualifies, it shall be accepted for membership in the Association.
- Section 3. *Chapter termination.* If at any time the number of Member SEs of any Chapter is less than five (5), or if any action of the Chapter should be inconsistent with the aims and objectives of the Association, the Board of Trustees shall consider action to terminate that Chapter. Such action shall be conducted in the same manner as outlined for the expulsion of a member. All members of the Chapter shall be notified at least thirty (30) days prior to the time of the hearing by the Board of Trustees. Individuals of a terminated Chapter may transfer their memberships to any other Chapter.
- Section 4. The individual members of each Chapter are automatically members of the State Association.

**ARTICLE IV**

**Board of Trustees and Officers**

- Section 1. The Board of Trustees shall be composed of Member SEs who are duly elected officers of the Chapters to which they belong. Each Chapter shall be represented by their current President and Past-President. At such time as the combined number of Member SEs in a given Chapter shall exceed one hundred, that Chapter shall also be represented by their Vice-President.

- Section 2. The terms of new Trustees will commence at the joint meeting of new and retiring Boards of Trustees following their election, such joint meeting to occur in the month of May of each year. The specific time of commencement of terms shall be when the chair is relinquished by the retiring Chairman in favor of the new Chairman.
- Section 3. The Board of Trustees shall elect its Chairman, Vice Chairman, Secretary and Treasurer, who shall have, respectively, the titles of President, Vice President, Secretary and Treasurer of the Association, hereinafter required. Election shall be by majority vote. Voting for officers of the new Board shall be by Trustees-elect of the new Board only. The President and Secretary shall preferably be members of the same Chapter. Any vacancy of office shall be filled in like manner, the officer elected to fill the vacancy until the next regular election. The offices of Secretary and Treasurer may be combined.
- Section 4. Terms of office shall be for the period between joint meetings of new and retiring Boards Trustees, this being approximately one year. Officers shall be elected and shall assume their official duties all as set forth heretofore. The incumbent Board of Trustees shall complete all matters concerning its administration prior to expiration of its term of office.
- Section 5. The immediate Past President shall serve as an adjunct non-voting member of the Board of Trustees. In this capacity he shall act as counselor and advisor to the Board.

## **ARTICLE V**

### **Meetings of the Board of Trustees**

- Section 1. The Board of Trustees shall meet at the call of the President. Regular meetings shall be scheduled at least once in each of the first, second and third quarters of the year.
- Section 2. A quorum shall consist of a majority of the number of Trustees and at least one Trustee from each Chapter. Each Trustee may designate another Member SE as his Alternate for a meeting of the Board of Trustees.
- Section 3. A joint meeting of the new and old Boards of Trustees shall be called by the existing President, such meeting to be held during May of each year, for the purpose of discussing matters of mutual interest and for election by the new Board of its officers for the ensuing year. The newly elected President shall be installed immediately after elections are completed, and a new term shall start as of that time.
- Section 4. Prior to each meeting, the President shall furnish each Trustee with an agenda of the meeting.
- Section 5. Meetings shall be held at the office of the Association in Seattle or at locations as agreed upon by the Board.
- Section 6. Action of the Board of Trustees shall require a majority vote of the Trustees present. Three quarters, 75 percent, of the existing Chapters must be represented by this vote.
- Section 7. Any action of the Board of Trustees may be challenged by any chapter by a petition of a majority vote of eligible members voting of said Chapter. The question shall be submitted by ballot to all eligible members voting of all Chapters of the Association. A veto of such action shall require a two-thirds (2/3) vote of all members voting.
- Section 8. President shall accept petitions from any and all Chapters covering matters of statewide interest and include them in the agenda for the succeeding meeting of the Board of Trustees.

## **ARTICLE VI**

### **Duties of the Board of Trustees**

- Section 1. The Board shall manage the affairs of the Association and coordinate activities involving more than one Chapter, particularly on matters of state-wide interest.
- Section 2. The Board 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 that may be construed as inconsistent therewith.

- Section 3. The President of the Board shall prepare an annual report covering the activities of the year and shall submit copies to each Chapter.

**ARTICLE VII**  
**Powers and Duties of Officers**

- Section 1. The President shall preside at all meetings of the Board of Trustees and any meetings of the Association.
- Section 2. The Vice President shall fulfill the duties of the President in the President's absence.
- Section 3. The Secretary shall issue notices for all meetings, except for notices of special meetings of the members and special meetings of the trustees which are called by the requisite percentage of members or number of trustees, shall keep minutes of all meetings, shall have charge of the seal and the Corporation's books, and shall make such reports and perform such other duties as are incident to the office of Secretary, or are properly required of him or her by the Board of Trustees.
- Section 4. The Treasurer shall have the custody of all moneys and securities of the Corporation and shall keep regular books of account. The Treasurer shall disburse the funds of the Corporation in payment of the just demands against the Corporation or as may be ordered by the Board of Trustees, taking proper vouchers or receipts for such disbursements, and shall render to the Board of Trustees from time to time as may be required an account of all transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall perform such other duties incident to his or her office or that are properly required of him or her by the Board of Trustees.
- Section 5. *Standards of Conduct for Officers.* An officer with discretionary authority shall discharge such officer's duties under that authority (i) in good faith, (ii) with the care an ordinary prudent person in a like position would exercise under similar circumstances, and (iii) in a manner the officer reasonably believes to be in the best interests of the Corporation.
- Section 6. *Delegation.* In the case of absence or inability to act of any officer of the Corporation and of any person herein authorized to act in such officer's place, the Board of Trustees may from time to time delegate the powers or duties of such officer to any other officer or any trustee or other person whom it may in its sole discretion select. The Board of Trustees may from time to time delegate duties of the Secretary and/or Treasurer to a paid secretarial service.
- Section 7. *Salaries and Contract Rights.* No officer shall receive a salary for serving as such. The appointment of an officer shall not of itself create contract rights.

**ARTICLE VIII**  
**Sources of Revenue and Banking**

- Section 1. The Treasury of the Association shall receive from each Chapter the amount of annual dues collected from each member, as specified in Article IX of these bylaws.
- Section 2. The Board of Trustees is empowered to receive contributions from any reasonable source; provided, the funds so received are used to further the aims and objectives of the Association.
- Section 3. By the action of the Board of Trustees, additional assessments may be levied on each Chapter on a pro rate basis.
- Section 4. The moneys of the Corporation shall be deposited in the name of the Corporation in such bank or banks, trust company or trust companies as the Board of Trustees shall designate, and shall be drawn out only by check or other order for payment of money signed by such persons and in such manner as may be determined by resolution of the Board of Trustees.

**ARTICLE IX**  
**Chapters of the Association**

- Section 1. Each Chapter shall conduct itself in compliance with the general aims and objects of the Articles of Incorporation and bylaws of the Association.

Section 2. Each Chapter shall be governed by its Board of Directors. Hereinafter, "Board of Directors" shall be understood to refer to an individual Chapter's board.

Section 3. The Board of Directors shall consist of officers and directors that shall be Member SEs or Member PEs subject to the following provisions:

- (a) The Officers shall be a President, Vice President, Past President, Secretary and Treasurer. Past President shall be the most recent past President. If no Past President is available, the Board of Directors shall appoint one of the Directors to serve in this position subject to any classification requirements of these bylaws. Chapters having less than (100) Member SEs are not required to have a Past President.
- (b) A Chapter may restrict the holding of any office to Member SEs. Such restriction shall be by 2/3 Chapter vote. President and Vice President shall be Member SEs.
- (c) The President and Vice President shall be elected annually for a term of one year.
- (d) The number of Directors shall be determined by each Chapter. Directors shall be elected annually to serve their specified terms.
- (e) The procedure for nominating and electing officers and directors shall be determined by each Chapter.
- (f) Both the Secretary and the Treasurer shall be appointed by, and shall serve at the pleasure of, the Board of Directors. The office of Secretary and Treasurer may be combined. A Chapter may leave the office of Secretary unfilled if it retains the services of a commercial secretary.
- (g) Except as otherwise provided, a vacancy in any office shall be filled by appointment by the Board of Directors until the next annual election.

Section 4. The Board of Directors shall pass on the admissions, expulsions, leaves of absence and resignations of all members of their respective Chapters.

Subject to review by the Board of Directors, any person who meets the qualifications listed below may be granted membership providing he or she subscribes to the aims and objectives of the Association as specified in the Articles of Incorporation filed with the Secretary of the State of Washington on April 22, 1950 and pays the prescribed fees. Persons shall be accepted only in the highest classification for which they qualify. When any member acquires the qualifications of a higher classification their membership classification shall be automatically changed to the higher classification for which the member qualifies.

There shall be the following classes of members within the Chapters:

- (a) A Member SE shall be a Registered Professional Engineer specifically authorized by the Washington State Board of Registration for Professional Engineers and Land Surveyors to practice structural engineering and regularly engaged in the practice of Structural Engineering.
- (b) A Member PE shall be a Registered Professional Engineer licensed to practice in the State of Washington and regularly engaged in the practice of Structural Engineering.
- (c) An Associate member shall have graduated from an approved engineering school or college, or shall have had other engineering education or experience which is satisfactory to the Board of Directors, but has not yet received professional engineering licensure within the State of Washington.
- (d) An Affiliate member shall be a person who, by scientific attainments or practical experience, holds a position in a special pursuit with qualifications to cooperate with structural engineers in the advancement of professional knowledge and practice.
- (e) A Student member shall be an engineering student interested in structural engineering who is enrolled full time in an approved engineering school or college.
- (f) A full-time faculty member of an approved engineering school or college that serves as a faculty advisor to engineering students shall be granted a complimentary non-voting membership.

Section 5. An Honorary membership may be awarded by the Board of Directors to any person who meets either of the following qualifications:

- (a) A person of acknowledged eminence in some branch of engineering or the science related thereto shall be designated an Honorary Member but shall have no voting rights and shall not be allowed to hold office,
- (b) A Member SE or Member PE who has been a member in good standing of this Association for 25 years or more and who, in the opinion of the Board of Directors, has contributed outstanding service to the Association shall retain all right of their class membership and shall be designated as an Honorary Member SE or Honorary Member PE.

Section 6. Life Membership: Any class member may make written application to the Board of Directors for Life standing that has been a member in good standing of this Association for a minimum of 20 years and has retired or reached the age of 65. The award of Life standing shall be at the discretion of the Board of Directors. A member receiving Life standing shall retain the class of membership plus the designation of "Life".

Section 7. Retired Standing: Any class member may make written application to the Board of Directors for Retired standing that has been a member in good standing of this Association for a minimum of 10 years and has retired from the active profession of engineering. The granting of Retired standing shall be at the discretion of the Board of Directors. A member receiving Retired standing shall retain the class of membership plus the designation of "Retired".

Section 8. Non-Resident Standing: Any class member may make written application to the Board of Directors for Non-Resident standing that has moved their residence out of the State of Washington. The granting of Non-Resident standing shall be at the discretion of the Board of Directors. The Board of Directors, at its discretion, may grant the member's request for the current calendar year. A member receiving Non-Resident standing shall retain the class of membership plus the designation of "Non-Resident" but shall not have a vote in Association affairs and may not hold elected office. A Non-Resident member shall receive all correspondence and other information pertaining to the Association which is normally sent to the general membership. Annual dues for Non-Resident membership shall be one-half of the amounts listed in these bylaws.

Section 9. Voting and membership rights.

- (a) No member shall vote or hold office that is not a member in good standing with their Chapter.
- (b) Whenever reference is made within these bylaws to a vote of the members or membership it shall refer to voting rights as defined by this section.
- (c) Only Member SEs shall hold office or trusteeship in the Association. Only Member SEs and Member PEs shall vote on Association business.
- (d) Only Member SEs and Member PEs shall hold office or be Directors of a Chapter. Only Member SEs shall hold the office of President, Vice President or Past President of a Chapter. Only Member SEs and Member PEs shall vote on Chapter business. Each Chapter shall have the right to restrict the rights to vote or hold office to Member SEs.

Section 10. Admissions, Expulsions, Leaves of Absence and Resignations.

- (a) ADMISSIONS. A prospective member shall make application for membership to the chapter within which he or she either works or resides, using an application form approved by the Board of Directors. The Board of Directors, or a committee appointed by the Board of Directors, shall review the prospective member application and approve probationary status if the application is complete and accompanied by all required fees.

The membership of the Chapter shall receive written notices of all probationary approvals of applications and shall have a period of one month from the date of notice in which to file objections in writing to the election of the applicant. Said notice may be made electronically, by publication within the chapter's newsletter or by other means approved by the Board of Directors.

- (i) If no objection is received within the allotted time period, the applicant's probationary membership status shall be removed.

(ii) If an objection is received within the allotted time period, the Board of Directors shall vote upon the application, giving due consideration to any objections received. If the applicant fails to receive favorable votes from a majority of the members of the Board of Directors, the applicant shall be denied membership and all fees paid shall be returned. If the applicant receives favorable votes from a majority of the members of the Board of Directors, the applicant's probationary status shall be removed.

- (b) **EXPULSIONS.** The Board of Directors shall consider proceedings toward the expulsion of any member upon receipt of written information indicating that said member should be expelled. The Board of Directors shall consider the case, and if the circumstances appear to warrant further action, it shall advise said member of the charges, and if so desires, said member may present a defense either in person or in writing which shall be considered at a meeting of the Board of Directors. The member shall receive due notice of this meeting. No member shall be expelled from the Association except after due notice has been given as provided in this Article and then only by a majority vote of the Board of Directors with subsequent referral to members eligible to vote.
- (c) **LEAVES OF ABSENCE.** A member of the Association may apply for a Leave of Absence and be excused from payment of dues for that part of the calendar year remaining. The request shall be by written communication to the Board of Directors. The Board of Directors, at its discretion, may grant the Leave of Absence for the current calendar year. Leaves of Absence may be renewed at the discretion of the Board of Directors when requested in writing.
- (d) **RESIGNATIONS.** A member of the Association with all dues paid may apply for resignation by written communication to the Secretary of the Chapter, to be presented to the Board of Directors which is empowered to accept the resignation.

#### Section 11. Powers and Duties of Officers

- (a) The President shall preside at all meetings of the Chapter and of the Board of Directors. The President shall designate committees and define their responsibilities, appoint Chairs and Vice-Chairs, and designate a Director as the Board member for each committee. The President shall be ex-officio member of all committees. The President shall designate any formal business meetings of the chapter and announce any such meetings in the chapter newsletter.
- (b) The Vice President shall fulfill the duties of the President in his absence. In the event of the President's death or resignation, the Vice President shall assume the office of President until the next annual meeting, and the Board of Directors shall select one of the Directors to serve as acting Vice President during the same period.
- (c) The Secretary, or a commercial secretarial service if a Secretary was not appointed, shall keep minutes of all meetings of the Chapter at which formal business is conducted and of all of the meetings of the Board of Directors.
- (d) The Treasurer shall be the custodian of all funds and financial records of the Chapter and shall make disbursements when authorized by the Board of Directors.

#### Section 12: Management

- (a) The Board of Directors shall govern the affairs of the Chapter.
- (b) The Board of Directors may retain a commercial secretarial service which will, for a fee, provide such services as the Board may direct.
- (c) The President shall appoint committee chairs responsible to the Board for various activities of the organization.

#### Section 13. Meetings

- (a) Meetings of the Chapter other than the April Annual Meeting shall be held at the call of the Board of Directors. There shall be at least one meeting each quarter. A quorum at a Chapter meeting shall consist of those members eligible to vote present unless that quorum is challenged by three (3) members eligible to vote. When the quorum is so challenged for voting on any specific motion, then a quorum for voting on that motion shall be fifty percent (50%) of the total members eligible to vote of the Chapter.

- (b) The Board of Directors shall meet at the call of the President. Fifty percent (50%) of the board shall constitute a quorum of the Board of Directors. When a quorum is not present for voting on a specific motion at a meeting, that motion may be submitted by the Board of Directors for a ballot vote by all members eligible to vote.
- (c) Committees shall meet a minimum of once during the year or more often if so instructed by the President. Meetings of committees shall be called by the Chair. A majority of voting members shall constitute a quorum.

Section 14. Dues.

- (a) The total yearly dues collected from each member shall be the sum of the State Association Dues, below, and the Chapter dues as determined by each Chapter, based on each member's classifications on January 1.

| <u>Classification</u> | <u>State<br/>Dues</u> |
|-----------------------|-----------------------|
| Member SE             | \$70.00               |
| Member PE             | \$60.00               |
| Associate member      | \$45.00               |
| Affiliate member      | \$70.00               |
| Student member        | \$0.00                |
| Honorary member       | \$0.00                |
| Life member           | \$0.00                |
| Retired member        | *                     |

\*50% of the class of membership at the time of retirement.

- (b) The amount of Chapter Dues shall be determined by each Chapter. Any change in annual dues proposed by the Board of Directors shall be referred to the membership by ballot and shall require two-thirds (2/3) approval of those voting.
- (c) Annual dues shall be payable in advance within (30) days of written notification. Any member whose dues are more than one year in arrears, except as herein provided, ceases to be a member of the Association.
- (d) Candidates for membership shall remit current year dues with their application, reduced to 75% of the annual amount for applications submitted during the second quarter of the year, reduced to 50% of the annual amount for applications submitted during the third quarter of the year, and reduced to 25% of the annual amount for applications submitted during the fourth quarter of the year .
- (d) The Board of Directors, at its discretion, may, on application from any member and for causes, remit part or all of the Chapter's share of dues, fees and/or assessments of the member or extend the time of payment.
- (e) Any additional monies required to carry on the activities of the Chapter may be raised through assessments. Any assessments proposed by the Board of Directors shall be referred to the membership by ballot. Upon two-thirds (2/3) approval of those voting the assessment shall be declared carried.
- (f) 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.
- (g) Funds which are derived from the Chapter's portion of dues and assessments shall not be used for lobbying.

Section 15. Amendments of Chapter bylaws

Chapter bylaws may be amended by two-thirds (2/3) of the eligible members voting by any of the following methods provided that written notice of the proposed amendment shall have been given at least fourteen (14) days prior to voting:

- (i) At any formal business meeting of the Chapter subject to the provisions of Article IX, Section 14(a).
- (ii) By letter, email or electronic ballot as referred by the Board of Directors provided that fourteen (14) days shall be allowed for responding to the ballot.

#### **ARTICLE X**

##### **Amendments**

Section 1. Amendments to these bylaws may be made at any meeting of the Board of Trustees. Twenty (20) days notice must be given prior to balloting by the membership. Upon ratification by two-thirds (2/3) of the members voting the Amendment becomes effective.

#### **ARTICLE XI**

##### **Books and Records**

Section 1. The Corporation shall keep at its registered office, its principal office in this state, or its secretary's office if in this state, the following:

- (a) Current Articles and Bylaws;
- (b) Correct and adequate records of accounts and finances;
- (c) A record of officers' and directors' names, addresses and email addresses;
- (d) Minutes of the proceedings of the members, the Board of Trustees, and any minutes which may be maintained by committees of the Board of Trustees. Records may be written, or electronic if capable of being converted to writing.

#### **ARTICLE XII**

##### **Indemnification**

The Corporation shall indemnify, to the fullest extent permitted by law, any person who was or is a party to any proceeding, whether or not brought by or in the right of the Corporation, by reason of the fact that such person is or was a director or officer of the Corporation, against all reasonable expenses incurred by the director in connection with the proceeding. No person shall have any right to be indemnified hereunder, however, unless the Board of Directors determines, in its sole discretion, that the person claiming a right of indemnification (*i*) acted in good faith; (*ii*) reasonably believed, in the case of conduct in the individual's official capacity with the Corporation, that the individual's conduct was in the Corporation's best interests and, in all other cases, that the individual's conduct was at least not opposed to the Corporation's best interests; and (*iii*) in the case of any criminal proceeding, the individual had no reasonable cause to believe the individual's conduct was unlawful. Further, no person shall have any right to be indemnified hereunder (*i*) in connection with a proceeding by or in the right of the Corporation in which the director was adjudged liable to the Corporation; or (*ii*) in connection with any other proceeding charging improper personal benefit to the director, whether or not involving action in the director's official capacity, in which the director was adjudged liable on the basis that personal benefit was improperly received by the director.