

**STATE ASSOCIATION  
STRUCTURAL ENGINEERS ASSOCIATION OF WASHINGTON  
BY-LAWS**

**(REVISED TO SEPTEMBER 1, 2006)**

**ARTICLE I**

**Location and Object**

Section 1. The office of this Association shall be located in the City of Seattle, Washington.

Section 2. This Association is established for the following purposes:

- (a) To assist in the establishment and maintenance of the highest standards of structural engineering to the end that the profession of structural engineering shall be so practiced in the State of Washington that the public, the members of the profession, and clients seeking professional structural engineering services shall have their best interest protected and advanced.
- (b) To assist the public in obtaining dependable engineering services; to enlighten the public respecting the province of the Structural Engineer; and, to advance proper legislation and to oppose improper legislation affecting structural engineering practice that is detrimental to the safety, health, and welfare of the public.
- (c) To advance the science of structural engineering and to encourage and foster engineering education in order that such science and education is relevant to the profession and in the best interests of the public it serves.
- (d) To afford the public a reasonable assurance of the ability and integrity of its membership by requiring that those admitted shall have established and shall maintain a high professional reputation through adherence to a code of ethics for the guidance of the members of the structural engineering profession; and, by cultivating social contacts within its membership for better mutual understanding and by closer association to discourage unethical and detrimental practice.
- (e) To secure uniformity of action among the individuals forming this Association upon the general principles herein set forth, and upon such policies as may be decided upon from time to time for the good of the profession.
- (f) To cooperate with other professional associations in achieving these objectives.
- (g) To act for benevolent purposes through charitable contributions for the improvement of the general social welfare.
- (h) To purchase, buy, lease or otherwise acquire property, real and personal, for the purposes of carrying out the general intents and purposes of the corporation.
- (i) 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 II**

**Membership**

Section 1. The STRUCTURAL ENGINEERS ASSOCIATION OF WASHINGTON shall be composed of 'Chapters' as provided hereinafter.

Section 2. 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 3. A prospective Chapter shall furnish a copy of its By-laws, together with a list of its membership and such other information as may enable the Board of Trustees to determine its qualifications for membership.

Section 4. The membership list of each Chapter shall identify each member as Honorary member, MEMBER, Professional Associate member, Affiliate member, Associate member, Life member, Retired member, Student member or Non-resident member, as described in detail under Article VIII, Section 6.

- Section 5. The Board of Trustees of the Association shall review all qualifications of a prospective Chapter and if its registered engineer membership shall be five (5) or more and the Board finds that it qualifies it shall be accepted for membership in the Association.
- Section 6. If at any time the number of regular MEMBERS 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 7. If at any time the Association is composed of only one Chapter the Board of Directors of that Chapter shall be the existing Board of Trustees of the Association and shall assume the name of Board of Trustees.

### **ARTICLE III**

#### **Board of Trustees and Officers**

- Section 1. The Board of Trustees shall be composed of MEMBERS who are duly elected by the Chapters to which they belong. There shall be, in accordance with the Articles of Incorporation, never less than five (5) Trustees. Each Chapter shall be represented by at least two (2) Trustees until such time as the number of MEMBERS shall exceed one hundred (100). At such time, that Chapter shall be represented by three (3) Trustees. Trustees shall be elected in accordance with the By-laws of their respective Chapters.
- 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 (and 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 IV**

#### **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 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 shall require a majority vote of the Trustees present. Three quarters, 75 percent, of the existing Chapters must be represented by this majority vote.
- Section 7. Any action of the Board of Trustees may be challenged by any chapter by a petition of a majority vote of MEMBERS of said Chapter. The question shall be submitted by letter ballot to all MEMBERS of the Association. A veto of such action shall require a two-thirds (2/3) vote of all MEMBERS of the Association.
- 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.

#### **ARTICLE V**

##### **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 in duplicate to each Chapter.

#### **ARTICLE VI**

##### **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 record minutes of all meetings of the Board of Trustees and all records of the Association, and shall maintain the membership lists and have charge of all correspondence. Financial allowances shall be made to the Secretary by the Board of Trustees. The Secretary shall file an annual corporate report with the appropriate State official as required by the laws of the State of Washington.
- Section 4. The Treasurer shall be responsible for a yearly audit of all funds and financial records of the Association and shall report the results to the Board of Trustees and shall make disbursements under the direction of the Board of Trustees.

#### **ARTICLE VII**

##### **Sources of Revenue**

- Section 1. The Treasury of the Association shall receive from each Chapter the amount of annual dues collected from each MEMBER, Professional Associate member, Affiliate member, and Associate member, as specified in Article IX, Section 9 of these By-laws.
- 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. Additional funds may be raised for a scholarship fund by any reasonable method provided these funds are held separately and administered in accordance with Article X.

#### **ARTICLE VIII**

##### **Fiscal Year**

- Section 1. The Fiscal year of the Association shall correspond to the calendar year as herein set forth.

Section 2. Fiscal years of Chapters shall correspond to the calendar year or as otherwise set forth in their respective by-laws.

## ARTICLE IX Chapters of the Association

Section 1. Each Chapter shall prepare its own by-laws in compliance with the general aims and objects of the Articles of Incorporation and By-laws of the State 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 not less than five (5) Members which shall include the President, the Vice President, the last available Past President and at least two (2) Members-at-large. If no Past President is available, a special Director shall be elected for a one-year term. Only MEMBERS in good standing shall hold the offices of President and Vice-President, and only MEMBERS and Professional Associate Members shall serve as Members-at-large.

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

Section 5. The offices of the Chapters shall be President, Vice President, Secretary and Treasurer.

Section 6. The membership of each Chapter shall be composed of Honorary members, MEMBERS, Professional Associate members, Affiliate members, Associate members, Student members, Life members, Retired members, and Non-resident members.

- (a) An Honorary Membership may be awarded by the Board of Directors to any person who meets either of the following qualifications: 1) A person of acknowledged eminence in some branch of engineering or the science related thereto; or 2) A person 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. A person who has been a MEMBER prior to award of Honorary Membership retains all rights of MEMBER, and shall be designated as an HONORARY MEMBER.
- (b) A MEMBER of the Association shall be a Registered Professional Engineer specifically authorized by the Washington State Board of Engineering Examiners to practice structural engineering, and regularly engaged in the practice of Structural Engineering at the time of admission to this classification. The term MEMBER shall include all members designated as HONORARY MEMBER, LIFE MEMBER, and RETIRED MEMBER as specified in this section unless specifically noted otherwise.
- (c) A Professional Associate member shall be a Registered Professional Engineer or Architect, licensed to practice in the State of Washington.
- (d) An Affiliate member at the time of admission to the Association 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) An Associate member at the time of admission to the Association 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. That member's designation as an Associate member shall cease upon the achievement of ten (10) years' combined engineering education and experience at which time the membership classification shall be automatically changed to Affiliate member.
- (f) A Student member at the time of admission to the Association shall be a junior, senior, or graduate engineering student interested in structural engineering who is enrolled in an approved engineering school or college. That member's designation as a Student member shall cease when no longer a full-time student in an engineering school or college, or after four years as a Student member, whichever occurs first.
- (g) A Life or Retired membership may be awarded to a member at the discretion of the Board of Directors. Qualifications for such membership shall be as follows:
  - (1) Life member shall have been a member in good standing of this Association for a minimum of 20 years.

- (2) Retired member shall have been a member in good standing of this Association for a minimum of 10 years.
- (3) Member shall have retired from the active profession of engineering or have reached the age of 65 years.
- (4) Member shall have made written request to the Board of Directors for such membership.

A member receiving such membership classification shall retain the class of membership at the time of retirement plus the designation of 'Life' or 'Retired'. A MEMBER receiving such membership classification shall be designated as a LIFE MEMBER or as a RETIRED MEMBER.

- (h) A Non-Resident member is a member of the Association who moves their residence out of the State of Washington who applies for a non-resident membership. The application shall be written communication to the Chapter President who shall present the application to the Board of Directors. The Board of Directors, at its discretion, may grant the member's request for the current calendar year. Non-resident membership may be renewed at the discretion of the Board of Directors when requested in writing. A Non-resident member shall receive all correspondence and other information pertaining to the Association which is normally mailed to the general membership. A Non-resident member shall also be entitled to all rights and privileges accorded this classification of membership, except that said member may not have a vote in Association affairs and may not hold elected office. Annual dues for this classification of membership shall be one-half of the amounts listed in Section 9(b) of these By-Laws.
- (i) Subject to review by the Board of Directors, any person who meets the qualifications listed above may become an Honorary member, MEMBER, Professional Associate member, Affiliate member, Associate member, Student member, Life member, or Retired member providing he or she subscribes to the aims and objects 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 admission fee. Such person meeting the qualifications for MEMBER or Professional Associate member shall be accepted only in the higher classification for which they qualify. When any member acquires the qualifications of MEMBER or Professional Associate member, membership classification shall be automatically changed to the higher classification for which the member qualifies.
- (j) When MEMBER is written in capital letters, it shall refer to a 'MEMBER' as described in paragraph (b) of this Section. When "member" is written in small letters, it shall refer to all classes of members as described in paragraphs (a) through (h) of this Section.

Section 7. Only MEMBERS in good standing shall hold office or trusteeship in the Association and vote on Association business. Only MEMBERS shall hold the offices of Directors, President, Vice President, Secretary and Treasurer in the Chapters.

Section 8. Admissions, Expulsions, Leaves of Absence and Resignations.

- (a) ADMISSIONS. The name of every proposed member must be submitted to the Board of Directors with the endorsement of at least three (3) members of the Association, one of whom must be a MEMBER of the Association.

The membership of the Chapter shall receive written notices of all applications for membership within sixty (60) days of receipt by the board of directors. The membership shall have a period of one month from the date of mailing notices on any application, in which to file objections in writing 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 may be received. The applicant shall be duly elected upon receipt of favorable votes from a majority of the members of the Board of Directors.

- (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 of the Association.

- (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 Secretary of the Chapter who shall present the request 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. A member thus resigned may be reinstated by the Board of Directors without payment of an initiation fee.

Section 9. Initiation Fees and Dues.

- (a) The initiation fee shall be fifteen dollars (\$15.00) for MEMBERS, Professional Associate members, and Affiliate members; and five dollars (\$5.00) for Associate members and Student members. The initiation fee shall be payable to the treasury of the Chapter in which membership is granted and shall be submitted with the application for membership. Honorary memberships are awarded by the Chapter and have no initiation fee.
- (b) Dues payable to the Treasury of the Association for each class of membership shall be as listed below. Dues shall be paid to the Chapter within (30) days of written notification. The total yearly dues collected from each member shall be the sum of the State Association Dues, below, and the Chapter dues as set forth in each Chapter's bylaws.

Honorary Member	NONE
MEMBER	\$70.00
Professional Associates	60.00
Affiliate members	70.00
Associate members	45.00
Student members	NONE
Life members	NONE
Retired members	**

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

Dues for the current fiscal year for both State and Chapter shall be paid by candidates for membership after acceptance by the Association, reduced to one-half the annual amount on or after July 1st of each year.

- (c) Annual dues shall be payable in advance, and any member whose dues are more than one year in arrears, except as herein provided, ceases to be a member of the Association.
- (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 MEMBERS by letter ballot. If two-thirds (2/3) of those voting vote favorably, provided at least fifty percent (50%) of the MEMBERS vote, 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.

Funds of any Chapter which are derived from dues and assessments shall not be used for lobbying.

Change of Classification of any member during any fiscal year shall not require any additional payment of dues for the remaining portion of that year.

**ARTICLE X**  
**Scholarship Fund**

- Section 1. The Board of Trustees is empowered to establish a scholarship fund with money from sources other than Section 1 and 2 or Article VII.
- Section 2. All money raised for the scholarship fund as well as interest, dividends and other earnings from that money shall be held separately and used only to award scholarships to students of structural engineering or other educational activities qualifying under Section 501(c)3 of the Internal Revenue Code of 1954.
- Section 3. The scholarship fund shall be managed by a committee of at least three (3) MEMBERS with the Chairman appointed by the President of the Association. The Chairman shall report to the Board of Trustees annually at the January meeting.
- Section 4. In the event of dissolution of the Structural Engineers Association of Washington or the Scholarship fund, all money in the scholarship fund will be distributed to educational activities qualifying under Section 501(c)3 of the Internal Revenue Code of 1954.

**ARTICLE XI**  
**Amendments**

- Section 1. Proposed amendments to these By-laws may be made at any meeting of the Board of Trustees. Upon ratification by all Chapters by two-thirds (2/3) of the MEMBERS voting, and after a thirty (30) day notice of intention has been given, the Amendment becomes effective. The Board of Trustees will inform all Chapters of the results of the ratification.

**ARTICLE XII**  
**Indemnification and Insurance**

The corporation shall indemnify and advance costs to past and present trustees, directors and officers of the corporation and its Chapters, and may indemnify and advance costs to any other person, who is made a party to a proceeding by reason of his, her, or its association with the corporation, all to the fullest extent permitted by, and upon compliance with, Title 24 of the Revised Code of Washington (the Washington Nonprofit Corporation Act), provided that no such indemnity shall indemnify any trustee from or on account of acts or omissions of such trustee finally adjudged to be intentional misconduct or a knowing violation of law, or from or on account of any transaction with respect to which it was finally adjudged that such trustee personally received a benefit in money, property, or services to which the trustee was not legally entitled. Any such indemnity shall continue as to a person who has ceased to be a trustee, director, officer, or agent of the corporation and its Chapters and shall inure to the benefit of the heirs, executors, and administrators of such a person.

The corporation shall have the power to and may in the future in its discretion purchase and maintain insurance on behalf of any person who is or was a trustee, director, officer, employee, or agent of the corporation or its Chapters, or who is or was serving at the request of the corporation or its Chapters as an officer, employee or agent of another corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan against any liability asserted against and incurred by that person in any such capacity or arising out of his or her status as such, whether or not the corporation would have the power to indemnify under the provisions of RCW 24.03.043, 23A.08.025, and 23A.08.026.