



**STRUCTURAL ENGINEERS  
ASSOCIATION OF WASHINGTON**

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

**March 2020**

**ARTICLE I  
Offices**

Section 1. The STRUCTURAL ENGINEERS ASSOCIATION OF WASHINGTON, hereinafter referred to as the “Association”, shall have a *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 hereinafter referred to as “the Board,” 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.

**ARTICLE II  
Purpose**

Section 1. The purposes of the Association shall be:

- a. Educational; to provide ongoing opportunities for the members of the structural engineering profession to stay current with the industry and improve their own knowledge of engineering practice.
- b. Scientific; 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 interests protected and advanced.
- c. Ethical; to promulgate and advocate adherence to a code of ethics for the guidance of the members of the structural engineering profession.
- d. Charitable; to use our resources for the benefit and growth of the structural engineering industry, by financially supporting programs that increase awareness, public relations, and/or participation in the structural engineering industry as a whole.

**ARTICLE III  
Membership**

Section 1. The Association shall be composed of a State Board of Trustees and “Chapters” as provided hereinafter. A Chapter shall consist of a group of licensed structural engineers and others associated with 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. Members shall belong to both a Chapter and the State organization.

Section 2. Membership Classes:

- a. A Member SE shall be a Registered Structural 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 engineering school or college or shall have had other engineering education or experience which is satisfactory to the Board but has not yet received professional engineering licensure within the State of Washington. Associate members shall be non-voting.
- 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. Affiliate members shall be non-voting.
- e. A Student member shall be an engineering student who is enrolled full time in an engineering program. Student members shall be non-voting.
- f. A Faculty member shall be someone who is currently employed at an ABET Accredited engineering program and serves as an advisor to engineering students. Faculty members shall be non-voting.

Section 3. An Honorary membership may be awarded by the Board to anyone of acknowledged eminence in some branch of engineering or the science related thereto. An Honorary Member shall have no voting rights and shall not be allowed to hold office.

Section 4. Life Membership: Any member may make written application to the Board that has been a member in good standing of this Association for a minimum of twenty (20) years and has retired or reached the age of sixty-five (65). Designation shall be at the discretion of the Board. Life status shall retain the class of membership plus the designation of "Life."

Section 5. Retired: Any class member may make written application to the Board for Retired status that has been a member in good standing of this Association for a minimum of ten (10) years and has retired from the active profession of engineering. The granting of Retired status shall be at the discretion of the Board. A member receiving Retired standing shall retain the class of membership plus the designation of "Retired."

#### **ARTICLE IV Board of Trustees and Officers**

Section 1. The Board shall be composed of Member SEs who are duly elected officers of the Chapters to which they belong. Each Chapter shall have two representatives and 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 (100), that Chapter shall be represented by a third representative, their Vice President.

Section 2. The terms of new Trustees shall be effective as of the final Board Meeting in May of each year and tasks will commence at the joint meeting of new and retiring Boards of Trustees following their election. The retiring President shall chair the May meeting. The incoming President shall adjourn the May meeting.

Section 3. The Board shall elect from the Board a President, Vice President, Secretary and Treasurer. Election shall be by majority vote. Voting for officers shall be by incoming Trustees only. 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. Officers of the Board of Trustees shall be residents of the State of Washington.

Section 4. Terms of office shall be for one (1) year.

Section 5. The immediate Past-President shall serve as an Ex-Officio non-voting member of the Board. In this capacity (s)he shall act as counselor and advisor to the Board.

#### **ARTICLE V**

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

- Section 1. The Board shall meet as directed by 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 (1) Trustee from each Chapter. Each Trustee may designate another Member SE as his or her Alternate for a meeting of the Board with advance notice of at least one (1) week.
- Section 3. All incoming and outgoing members of the Board shall meet in May of each year, 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. At least one (1) week in advance of 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 or at locations as agreed upon by the Board.
- Section 6. Any action of the Board may be challenged by any Chapter by a petition of a majority vote of eligible members voting of said Chapter. The question shall then be submitted by ballot to all members voting of all Chapters of the Association. A veto of such action shall require a two-thirds (2/3) vote of all members.
- Section 7. The President shall accept agenda items from any Chapter, covering matters of statewide interest and include them in the agenda for the succeeding meeting of the Board.

### **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 statewide interest.
- Section 2. The Board shall carry out the aims and objectives of the Association. No action in the name of the Association shall be taken by any member of the Board without clear direction of the Board, memorialized in meeting minutes.
- 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.
- Section 4. All members of the Board shall disclose any and all conflicts of interest for items undertaken for discussion by the Board. The Board may, in its discretion, ask said person to recuse themselves from any discussion, or any vote which may occur.
- Section 5. The Board shall prepare Policies and Procedures which outline the operations of the Association. The Board shall update the Policies and Procedures as required for efficiency and by Law.

## **ARTICLE VII**

### **Powers and Duties of Officers**

- Section 1. The President shall preside at all meetings of the Board and any meetings of the Association. The President shall designate committees and define their responsibilities and appoint committee Chairs, The President shall serve as an Ex-Officio non-voting member of all State and Chapter committees and shall designate a Trustee who shall serve as the Board's Liaison for each committee.
- 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, shall keep minutes of all meetings, shall have charge of the seal, 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. These duties may be delegated to the Executive Director with appropriate oversight by the Secretary and the Board on a monthly basis.
- Section 4. The Treasurer shall have the custody of all moneys, securities, and the books of the Association and shall keep regular books of account. The Treasurer shall disburse the funds of the Association in payment of the just demands against the Association or as may be ordered by the Board taking proper vouchers or receipts for such disbursements, and shall render to the Board from time to time, as may be required, an account of all transactions as Treasurer and of the financial condition of the Association. 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. These duties may be delegated to the Executive Director with appropriate oversight by the Treasurer and the Board on a monthly basis.
- Section 5. Standards of Conduct for Officers. Officers shall perform all duties under that authority
- a. in good faith,
  - b. with the care an ordinary prudent person in a like position would exercise under similar circumstances, and
  - c. in a manner the officer reasonably believes to be in the best interests of the Association.
- Section 6. Delegation. In the case of absence or inability to act of any officer of the Association and of any person herein authorized to act in such officer's place, the Board may from time to time delegate the powers or duties of such officer to any other officer, trustee, or hired staff whom it may in its sole discretion select. The Board may elect to delegate any duties to a paid manager, acting as an Executive Director of the Association.
- Section 7. Salaries and Contract Rights. No officer or trustee shall receive a salary for serving as such. The appointment to the Board shall not of itself create contract rights.

## **ARTICLE VIII**

### **Management and Finance**

- Section 1. All financial management shall follow Generally Accepted Accounting Principles (GAAP) as well as the Revised Code of the State of Washington pertaining to corporations, and not-for-profit associations.
- Section 2. Dues.
- a. Dues rates shall be set by the Board and each Chapter and amended as needed with proper approval as noted in this document. Assessments in addition to dues may be levied on each Chapter, and by each Chapter, on a pro rata basis.
  - b. Funds which are derived from the Chapter's portion of dues and assessments shall not be used for lobbying unless disclosed on the annual dues invoice, recognizing non-deductibility for the percentage allocated to lobbying on an annual basis.

- Section 3. The moneys of the Association shall be deposited in the name of the Association in such bank or banks, or other financial institutions as the Board shall designate. Funds shall be drawn out only by check or other order for payment signed by such person(s) as are determined by resolution of the Board.

## **ARTICLE IX**

### **Chapters**

- Section 1. Formation of new chapters. A prospective Chapter shall furnish a list of its membership and such other information as may enable the Board to determine its qualifications for membership. The membership list of each Chapter shall identify each member's classification and standing as described in Article III. The Board 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 2. 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 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. Individuals of a terminated Chapter may transfer their memberships to any other Chapter.
- Section 3. Each Chapter shall operate under the Association's Federal Taxpayer Identification Number and shall conduct itself in compliance with the general aims and objectives of the Bylaws of the Association.
- Section 4. Each Chapter shall submit their Bylaws to the State Board of Trustees for review and approval upon formation of the Chapter or when any change in their Bylaws is made.
- Section 5. Nomination and Election of Officers and Directors
- a. The election of Officers and Directors shall be held each year prior to the end of April.
  - b. Candidates for the offices of President, Vice President, and Directors shall be nominated and elected in accordance with the following procedure: A nominating Committee consisting of no fewer than three (3) and no more than seven (7) Member SEs shall be appointed by the Chapter President in January of each year. The incumbent President shall serve on the committee in an advisory capacity and shall be non-voting. Service on this committee shall not affect a member's eligibility for office. Prior to February 20, the Nominating Committee shall report their nominations for office: President, Vice President, and at least one (1) name for each Director to be elected. Notice of candidates for office shall be made to the membership in the March newsletter, or by other means, no later than March 10. Additional nominations may be made by petition of at least five (5) Member SEs when received within ten (10) days of date of notice.
  - c. Elections shall be by letter or electronic ballot. Members shall be given a minimum of twenty (20) days to vote.
  - d. All elections shall be conducted by the Elections Committee, a Committee of three (3) Members SEs appointed by the President. This Committee shall warrant to the membership the proper conduct of the nomination and the elections in accordance with these bylaws.
- Section 6. Each Chapter shall be governed by its Board of Directors. Hereinafter, "Chapter Board" shall be understood to refer to an individual Chapter's Board of Directors.
- Section 7. The Chapter Board 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 Chapter Board shall appoint one of the Directors to serve in this position subject to any classification requirements of these bylaws. Chapters having less than one hundred (100) Member SEs are

not required to have a Past-President.

- b. President and Vice President shall be Member SEs. A Chapter may restrict the holding of any other office to Member SEs. Such restriction shall be by two thirds (2/3) Chapter vote.
- c. The President and Vice President shall be elected annually for a term of one (1) year.
- d. The number of Directors shall be determined by each Chapter. Directors shall be elected annually to serve their specified terms of three (3) years.
- e. 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.
- f. Except as otherwise provided, a vacancy in any office shall be filled by appointment by the Chapter Board until the next annual election.

Section 8. The Chapter Board shall provide the State Board all admissions, expulsions, leaves of absence and resignations of all members of their respective Chapters. 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, along with the respective fee changes, prorated as applicable.

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 and Member PEs shall vote on Chapter business.

Section 10. Powers and Duties of Officers

- a. The President shall preside at all meetings of the Chapter and of the Chapter 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 Association newsletter.
- b. The Vice President shall fulfill the duties of the President in his or her 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 shall keep minutes of all meetings of the Chapter at which formal business is conducted and of all the meetings of the Board of Directors. These duties may be transferable to the Executive Director with appropriate oversight by the Treasurer and the Board on a monthly basis.
- 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. These duties may be transferable to the Executive Director with appropriate oversight by the Treasurer and the Board on a monthly basis.

Section 11. Management

- a. The Chapter Board shall govern the affairs of each Chapter.
- b. The Chapter Board may retain a commercial secretarial service to provide such services as the Board may direct.
- c. The President shall appoint committee chairs for Chapter level committees. Committee chairs shall be responsible to the Board for various activities of the organization.

Section 12. Meetings

- a. Meetings of the Chapter shall be held at the discretion of the Chapter Board of Directors. There shall be at least one (1) 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 Chapter Board of Directors shall meet as requested by the President. A quorum shall consist of fifty-one percent (51%) of the Chapter Board of Directors. Electronic voting is allowed. When a quorum is not present, that motion may be submitted by the Board of Directors for a ballot vote by all members eligible to vote.

Section 13. Associated Regions

- a. The regions associated with the Chapter shall be those that are most geographically appropriate and that are not actively or practically served by another SEA.
- b. A Chapter's associated regions may include areas outside the State of Washington.
- c. Individuals from an associated region of a Chapter, but who are not residents of the State of Washington, may apply for membership to SEAW, provided that their principal place of business is in Washington and/or a significant portion of their engineering practice is in Washington. Approval of the membership application shall be at the discretion of the State Board of Trustees. The individual's membership class shall be consistent with Article III, Section 2. A member who is not a resident of the State of Washington shall not be eligible to hold any officer position on the State Board of Trustees, but shall not otherwise be restricted.

**ARTICLE X**  
**Amendments**

- Section 1. Amendments to these bylaws may be initiated at any meeting of the Board and sent to the membership for review at least twenty (20) days prior to balloting. Upon ratification by two-thirds (2/3) of the current members in good standing amendments will be considered ratified.

**ARTICLE XI**  
**Books and Records**

- Section 1. The Association shall keep at its registered office;
- 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, and any minutes which may be maintained by committees of the Board. Records may be written, or electronic if capable of being converted to writing.

**ARTICLE XII**  
**Duties and Responsibilities of the Executive Director**

- Section. 1 The Executive Director may be removed by a majority vote of the Board at any regular meeting thereof, provided any vote shall be taken following at least five (5) days written notice must be given to the general membership. Termination must follow current written contract with the Executive Director.
- Section. 2 The Executive Director shall receive compensation for services as the Board shall from time to time fix.
- Section. 3 Prior to entering into the assigned duties, the Executive Director shall qualify by executing a bond, paid for by the Association and approved by the Board.
- Section. 4 Specific Duties and Powers of the Executive Director:
- a. Shall keep full and accurate minutes of all meetings of the membership and the Board and such committee meetings as may be required from time to time.
  - b. Maintain accurate records of all correspondence and related business information.
  - c. Preserve and maintain a correct roll of the membership.

- d. Be the custodian of such other records and property as may be entrusted to the Executive Director.
- g. Give or cause to be given, notice of all meetings of the members and of the Board required by these By-Laws.
- h. Keep the Corporate Seal of the Association in a safe custody at the principal place of business of the Association.
- i. See that all matters pending before this Association are referred to the appropriate member or committee and those matters are acted upon with reasonable dispatch.
- j. In conjunction with, and under the instruction of the Secretary/Treasurer, prepare an annual budget covering all the activities of the Association, for approval by the Board.
- k. Perform such other duties as may be required by the President under the authority of the Board or these By-Laws.
- l. Shall pay all bills by check and make such other disbursements of the funds as may be ordered by the Secretary/Treasurer on the approval of the Board.
- m. Assumes the responsibility for the receipt and deposit of all monies and other valuables in the name of and to the credit of this Association, with such depositories as may be designated by the Board.
- n. Shall maintain the confidentiality of the Association matters of business, at all times.
- o. The Executive Director is authorized to sign checks for disbursements of regular accounts payable, subject to the approval of the Board.

## **ARTICLE XII Indemnification**

### Section 1. Indemnification

The Association shall indemnify any director or officer of the Association who was or is a party to any proceeding, whether or not brought by or in the right of the Association. No person shall have any right to be indemnified hereunder, unless the Board of Directors determines, in its sole discretion, that the person claiming a right of indemnification

- a. acted in good faith;
- b. reasonably believed, in the case of conduct in the individual's official capacity with the Association, that the individual's conduct was in the Association's best interests and, in all other cases, that the individual's conduct was at least not opposed to the Association's best interests; and
- c. 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

- a. in connection with a proceeding by or in the right of the Association in which the director was adjudged liable to the Association; or
- b. 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.

## **ARTICLE XIII Nonprofit Status**

### Section 1. Nonprofit Status

This Association is a nonprofit corporation under the Washington Nonprofit Corporation Act. The Association has applied for and obtained a nonprofit corporation tax status under the 1986 United States Internal Revenue Code, 26 U.S.C., Section 501(c)(6), as amended.

### Section 2. No Private Inurement

This Association shall have no capital stock and no part of the income of this corporation shall inure in



whole or in part to the benefit of or by distribution to any officer, Director, Trustee, Member, Associate Member or other individual having a personal or private interest in the activities of the Association, except that the Association shall be authorized and empowered to pay compensation for services rendered and to make reimbursement for any reasonable expenses incurred on its behalf, and to make payments and distribution in furtherance of the purposes stated in the Articles of Incorporation.

### **ARTICLE XIII**

#### **Dissolution**

Section 1. Dissolution

Any volunteer dissolution of the Association shall be authorized at a meeting of the Members of the Association upon the adoption, by the affirmative vote of at least two-thirds (2/3) of the Members present or represented by proxy, of a resolution to dissolve the Association recommended by a resolution of the Board.

Section 2. Distribution Upon Dissolution

Upon any dissolution of this Association under the provisions of the Washington Nonprofit Corporation Act, *all* of its assets remaining after payment of creditors shall be distributed to one or more organizations designated by the Board and permitted to receive any such distribution of the Association's assets in accordance with 26 U.S.C., Section 501(c)(6) or 501(c)(3) of the Internal Revenue Code of 1986, as amended, and applicable provisions of the Washington Nonprofit Corporation Act, as amended.