

BYLAWS
STRUCTURAL ENGINEERS ASSOCIATION OF ARKANSAS
(SEAOAR)

ARTICLE I – LOCATION AND OBJECTIVES

Section 1 – Name and Location

- a) The name of this organization shall be Structural Engineers Association of Arkansas, abbreviated as SEAOAR. The offices (Chapters) of the Association shall be located in the three (3) regions of the State of Arkansas: Northwest, Central and Eastern. These offices will be known as Northwest Chapter, Central Chapter, and Eastern Chapter. Each Chapter will have a board and maintain their own banking and budgets. The association will also have a State Board. The administrative seat for the state organization shall be located in the Central Chapter.
- b) The locations for and the hosting of the State Convention, if established, shall be rotated between the three local chapters, on an annual basis. The location of the state convention shall not reside in the same region or be hosted by the same Chapter for two consecutive years without the unanimous approval of the governing boards of all three regional Chapters.

Section 2 – Purpose and Objectives

The State Board shall be established for the following purposes and objectives:

- a) To address the monolithic state concerns.
- b) Develop and maintain a communication with State Legislature.
- c) Organize a state convention, if so approved by each regional Chapter.
- d) To communicate with NCSEA.
- e) Uphold the ethical practices, and concerns of each region.

Northwest, Central and Eastern Chapters are established for the following purposes and objectives:

- a) To uphold and preserve the laws of Arkansas regarding the practice of Professional Engineering.
- b) To advance and promote the art and science of Structural Engineering.
- c) To foster the principle that Structural Engineering services must be performed on the basis of mature practical and technical judgment that shall not be influenced by commercial interest.
- d) To provide a social forum where Members can meet one another and share ideas and experiences.

- e) To educate the public about the practice of Structural Engineering.
- f) To encourage structural engineers to maintain strict ethical standards in their professional practice.
- g) To provide a forum on a statewide basis for structural engineers to exchange ideas, experience and knowledge and to develop standards and guidelines to the benefit of the profession and public.
- h) To represent Arkansas structural engineers on a national basis.
- i) To enhance the quality of services provided by the profession and promote excellence in the practice of Structural Engineering.
- j) To encourage excellence in engineering education.
- k) To promote uniformity of action upon the general principles herein set forth, and upon such policies as may be decided upon from time to time for the good of the profession and the public.
- l) To publish recommendations/guidelines on various technical issues that relate to the Standard of Practice in the areas while allowing for diverse practices.

ARTICLE II – REGION MEMBERSHIP

Section 1 – Grades

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

Section 2 – Member Qualifications

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

Section 3 – Associate Member

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

Section 4 – Affiliate Member

An Affiliate Member shall, in the opinion of the Board of Directors, be qualified to cooperate with Professional Engineers in the advancement of their professional knowledge, practice and welfare. Affiliate Members have no voting rights.

Section 5 – Life Member Qualifications

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

Section 6 – Honorary Member Qualifications

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

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

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

Section 7 – Disqualification

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

Section 8 – Resignation

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

Section 9 – Expulsion

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

- a) Found guilty of unprofessional conduct in the practice of Professional Engineering.
- b) Upon the written request of five or more Members that a person belonging to the Association be expelled for cause set forth.

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

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

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

Section 10 – List of Members

A list of current Members shall be kept by the Secretary of the Association. An alphabetical listing of membership shall be made available to Members two weeks before the annual meeting.

ARTICLE III – DUES AND ASSESSMENTS

Section 1 – Dues

Members shall pay annual dues in the amount of ninety dollars *\$90.00: \$15.00 – NCSEA; \$45.00 – SEAoAR; \$30.00 – minimum chapter fee. NCSEA dues may increase as dictated by NCSEA, without a change to these Bylaws. *A one-time charge of five dollars \$5.00 for application processing will be added to this amount.

Associate Members shall pay annual dues as a member with a discount of twenty dollars \$20.00.

Affiliate Members shall pay annual dues in the amount of three hundred dollars \$300.00.

Life and Honorary Members shall not be required to pay dues or assessments.

Section 2 – Schedule

Dues for a given fiscal year shall be paid by July 1st of that year.

Section 3 – Partial Year Dues

New Members joining between January 1st and July 1st shall pay full dues, and those joining between July 1st and January 1st shall pay fifty percent dues.

Section 4 – Remittance

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

Section 5 – Assessments

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

ARTICLE IV – STATE & REGIONAL ORGANIZATION

Section 1 – State officers

The State Board shall have a minimum of seven members. The Officers on this board shall be composed of two members from each region and the designated State Delegate. The Board from each region shall determine which two regional members will serve on the State Board.

Section 2 – Region

The officers of the Association shall be Most Immediately Available Past President, President, Vice-President, Secretary and Treasurer. Officers must be Members of the Association. During the formation of the organization there will be a President-Elect position for one year to compensate for no “Most Immediately Available Past President” position.

Section 3 – Board of Directors

The Board of Directors shall consist of the Officers plus two Board Members from each chapter. If there are no individual chapters, two Board Members shall be elected by the membership. Board Members shall be subject to the same qualifications as Officers. Board Members must have a Professional Engineering License in the State of Arkansas.

Section 4 – Terms

The terms of office shall be two years for all officers and board members. New Officers and Board Members shall begin their terms on January 1st following their election.

Section 5 – Succession

Officers shall be ineligible to succeed themselves but may be elected to a different position on the board of directors.

Section 6 – Resignation

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

Section 7 – Removal

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

Section 8 – Vacancies

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

ARTICLE V – NOMINATION AND VOTING

Section 1 – Eligibility

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

Section 2 – Nominating Committee

There shall be a minimum of four Members on the Nominating Committee. The Nominating Committee shall consist of the Most Immediately Available Past President, President, Vice-President, and one Board Member who is appointed by the President.

Section 3 – Nominations

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

Section 4 – Ballots

The Nominating Committee shall publish nominations to the membership of the Association on or before **October 10th**. Ballots will be sent to Members on or before **October 15th**.

Section 5 – Quorums

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

Section 6 – Voting

All marked ballots shall be mailed to the Secretary and shall be postmarked no later than **November 10th**. Telephoned or telefacsimile ballots shall not be accepted. Officers and Board Members shall be elected by a simple majority of the votes cast.

Section 7 – Recording the Vote

The Secretary shall deliver all unopened ballots to the Nominating Committee no later than **November 15th**. The Nominating Committee shall open and record each vote.

Section 8 – Ties

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

Section 9 – Results

The results of the voting shall be announced no later than 15 days after the votes have been tallied.

ARTICLE VI – AMENDMENTS

Section 1 – Voting

The Bylaws, adopted by the Interim Officers, shall be ratified by a two-thirds majority vote of the Members.

The Bylaws may be adopted, repealed, or amended by a two-thirds majority vote of the Members. Voting on changes to the Bylaws shall be by secret letter ballot.

Section 2 – Initiation

Bylaws changes shall be initiated by petition signed by at least ten Members or by action of the Board of Directors.

Section 3 – Notification

Proposed Bylaws changes shall be sent to all members in writing at least fifteen days before voting takes place.

ARTICLE VII – NOTICES AND MEETINGS

Section 1 – Notices

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

Section 2 – Meetings

All meetings of Members shall be held at locations selected by the Board of Directors.

Section 3 – Annual Meeting

An annual meeting of the Members shall be held in the month of September.

Section 4 – Procedures

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

Section 5 – Consents

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

Section 6 – Telephone Meetings

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

ARTICLE VIII – POWERS AND DUTIES OF OFFICERS

Section 1 – President

- a) The President shall be the chief governing officer and shall preside at all meetings of the Association and of the Board of Directors.
- b) The President shall propose an annual budget to the Board of Directors for their approval.
- c) When the Association is called upon to provide a position on an issue, the President will act as the official spokesperson for the Association and will do so pursuant to the Bylaws and to the purposes and Objectives of the Association.
- d) The President will represent the Association, pursuant to these Bylaws, in related external public forums and organizations when called upon to do so.
- e) The President may delegate the duties of the President and shall report such delegations to the Board of Directors.

Section 2 – Vice-President

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

Section 3 – Secretary

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

- d) The Secretary shall perform such other duties as may be prescribed by the Board of Directors or the President.

Section 4 – Treasurer

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

Section 5 – Executive Committee

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

Section 6 – Compensation

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

ARTICLE IX – POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1 – Powers

- a) The powers of the Association shall be exercised, its property controlled, and its affairs conducted by the Board of Directors, except as limited by these Bylaws.

- b) The Board will determine official public positions of the Association on matters relating to the Association and to the practice of Structural Engineering.
- c) The Board shall authorize expenditure of Association funds.

Section 2 – Duties

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

Section 3 – Quorum

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

Section 4 – Voting

Decisions by the Board shall be made by majority vote pursuant to these Bylaws. In the event of a tie vote, the President shall cast the deciding vote.

Section 5 – Compensation

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

ARTICLE X – CHAPTERS

Section 1 – Establishment

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

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

Section 2 – Chapter Membership

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

Section 3 – Formation

Any ten regular members of the Association may petition the Board of Directors to establish a new chapter of the Association. If the Board of Directors agrees that there is sufficient

membership to justify a new chapter, the Board of Directors shall establish the new chapter and re-designate the territorial areas of any other chapters affected by the creation of the new chapter.

Section 4 – Chapter Organization

The regular members of a chapter may adopt, amend, or repeal its own internal Bylaws, subject to the approval of the State Board of Directors. The Region (chapter) shall have the same membership classifications as are described in these Bylaws. In the event of a conflict these Bylaws shall prevail.

Section 5 – Abolition

If a chapter ever has fewer than ten regular members, or if, in the judgment of the Board of Directors, a chapter has failed, after proper notice to the Governing Board of the chapter, to carry out the purposes and objectives of the Association, the Board of Directors may abolish the chapter, redesignate the territorial areas of any other chapters affected by the abolition of the chapter, and reassign the members of the abolished chapter to other chapters. Any assets held by the abolished chapter, material or monetary, shall be dispersed equally between the remaining Chapters.

ARTICLE XI – COMMITTEES

Section 1 – Standing Committees

- a) Permanent Standing Committees shall include:
 - Programs and Meetings
 - Nominating
 - Membership
 - Publications
 - Professional Practice
 - Codes and Standards
- b) Additional Standing Committees may be created, or existing ones eliminated, by the Board of Directors.
- c) The membership on Standing Committees shall be at the discretion of the Board of Directors.

Section 2 – Other Committees

- a) The Board of Directors may appoint and eliminate any other committees at its discretion.
- b) The membership on other committees shall be at the discretion of the Board of Directors.
- c) These other committees shall have the names as may be designated by the Board of Directors.

Section 3 – Committee Membership

Each committee shall consist of two or more individuals, a majority of whom are Directors, which committees have the power and authority and shall perform the functions as may be provided in the authorizing resolution.

Section 4 - Minutes

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

ARTICLE XII – GENERAL PROVISIONS

Section 1 – Fiscal Year

The fiscal year for the Association shall start on **January 1st**.

Section 2 – Seal

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

Section 3 – Indemnification

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

Section 4 – Checks

All checks or demands for money shall be signed by the President and one other Board member.

Section 5 – Publication of Technical Recommendations/Guidelines

Prior to publication, all publications (technical publications, white papers, design guides, positional statements, and similar items) issued by Arkansas Structural Engineers Association of Arkansas (SEAoAR) shall have a 2/3 majority approval of the members of the committee authoring the document, approval of the board of directors, and majority approval of the Members, as defined in Article II, Section 2, **voting on the publication of the document.**