

**BYLAWS OF THE
STRUCTURAL ENGINEERS
ASSOCIATION
OF
CENTRAL CALIFORNIA**

A Non-Profit California Corporation

*Established 1947
Amended June 2010*

FORWARD

The Structural Engineers Association of Central California was founded in 1947 by a small group of engineers engaged in both private practice and public practice. The group included some individuals who were already members of the existing SEAOSC and SEAONC organizations. The group operated informally in the period between the Long Beach Earthquake of 1933 and the advent of the construction boom following the end of World War II. The group's informal efforts were made in support of the objectives of the Structural Engineers Association of California. The growth of the economy of California and the influx of people, essentially in the Great Valley, make it mandatory that a formal organization be established which could become a member of SEAOC.

The early years of informal work are not recorded completely in the "Snaps and Scraps" book maintained by SEA OCC. What is recorded indicates that the originating group consisted of D.C. Willet, L.C. Hollister, O.T. Illerich, A.A. Sauer, W.C. Kiedaisch, M.A. Koontz, A.L. Enger, E.D. Francis, W. Popper, E.W. Ervast, W.S. Wassum, R.W. Hutchinson, A.H. Brownfield, C.H. Kremer, W.A. Buehler, W.H. Peterson, and M.A. Ewing.

The Structural Engineers Association of Central California (SEA OCC) is now a member organization of the Structural Engineers Association of California (SEAOC). The other member organizations of the State Association are the Structural Engineers Association of Northern California (SEAONC), the Structural Engineers Association of Southern California (SEAOSC), and the Structural Engineers Association of San Diego (SEAOSD). The individual Members of each regional association are automatically Members of the State Association.

The bylaws govern the professional conduct and practice of Members of the Structural Engineers Association of Central California and the rules under which the Association functions.

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ARTICLE I

Statement of Purpose

This Association is established for the following purposes:

Section 1. To advance the science of structural engineering; to assist the public in obtaining dependable structural engineering services; to encourage engineering education; to maintain the honor and dignity of the profession; to enlighten the public regarding the province of the structural engineer; to advance proper legislation and to oppose improper legislation affecting structural engineering practice; to cooperate with other professional organizations; to cultivate social contacts within its Membership and by closer association and a better mutual understanding to discourage unethical and detrimental practice.

Section 2. 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.

Section 3. 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.

ARTICLE II

Membership

Membership in the Association shall consist of the following grades:

Member SE, Member, Associate, Affiliate, Industry Member, Student, Corresponding Member, Business Forum Member, Life (Membership grade).

Section 1. A Member SE in the Association shall be: a Civil Engineer registered in the State of California with authority to use the title Structural Engineer. A Member SE may vote and hold office, serve as director, committee chair or committee member within this association and may serve as director, officer, committee chair or committee member for the Structural Engineers Association of California (SEAOC).

Section 2. A Member in the Association shall be:

a. A Civil Engineer registered in the State of California, regularly engaged in the practice of structural or related engineering or,

b. A person who is conducting research in or holding a teaching position in Structural or Civil Engineering at a University or College, and who in the opinion of a majority of the Board of Directors has established such achievements in Structural Engineering as to qualify for the grade of Member.

c. A Member shall have all the privileges, duties and benefits of a Member SE except holding the office of President or Vice President, serving on the Board of Directors of the Structural Engineers Association of California (SEAOC), or chairing the SEAOC committees of Seismology, Code, Existing Building Vision 200, or Professional Activities. A Member may chair the above excepted SEAOC committees with the approval of a majority of the SEAOC Board of Directors.

Section 3. An Associate shall be a Structural, Civil, or Architectural Engineering Graduate who is not eligible for Member or Member SE. An Associate shall have all the privileges, duties and benefits of a Member except that the associate may hold no office and shall have no vote.

Section 4. An Affiliate shall in the opinion of the Board of Directors be qualified by position in an allied field cooperating and/or working closely with structural engineers in the advancement and practice of the technical and professional aspects of Structural Engineering. These individuals include, but are not limited to, Geologists CAD Technicians, Draftspersons, Inspectors, Surveyors, Material Testing Technicians, Architects, and Attorneys. An Affiliate shall have the privileges, duties and benefits of a Member except that the Affiliate may hold no office and shall have no vote.

Section 5. An Industry Member shall, in the opinion of the Board of Directors be qualified by a position in our industry cooperating with Structural Engineers and by expression of interest in supporting the goals and purposes of the association. An Industry Member shall have all the privileges, duties and benefits of a Member except an Industry Member may hold no office and shall have no vote.

Section 6. A Student at the time of admission to the Association shall be an Engineering Student interested in structural or related engineering who is enrolled full time in an accredited engineering school or college. A Student shall have such privileges, duties and benefits of a Member except that the Student may hold no office and shall have no vote

Section 7. A Corresponding Member shall, in the opinion of the Board of Directors, be qualified by expression of interest in supporting the goals and purposes of the Association. A Corresponding Member is one not included under other Membership categories or residing outside California or Nevada. A Corresponding Member shall have all the privileges, duties and benefits of a Member except a Corresponding Member may not hold office and shall have no vote.

Section 8. A Business Forum Member shall be a firm accepted to the Business Forum of the Association. A Business Forum Member may participate in the activities of the Business Forum but has no other standing in the Association.

Section 9. A Fellow is a Member SE or Member so designated by the Board of Directors in recognition of outstanding service to the association or accomplishments in the field of Structural Engineering. Shall have been a Member and/or Member SE in good standing for a total of 15 years. A Fellow shall have all the privileges, duties and benefits of a Member SE.

Section 10. An Honorary Member is a person so designated by the Board of Directors in special recognition for their contribution to the excellence of the Structural Engineering profession. An Honorary Member does not have to be a Structural Engineer. An Honorary Member shall have those privileges, duties and benefits as applicable to those privileges, duties and benefits as applicable to the grade of Membership held at the time of being designated Honorary Member.

Section 11. Life (Membership grade) may be awarded at the discretion of the Board of Directors to a Member in good standing for a period of not less than 20 years who is retired. Life (membership grade) is applicable to the Membership grades of Member SE, Member, Affiliate, Industry Member or Corresponding Member. Life Membership shall have the same privileges, duties and benefits as applicable to the Membership grade held at the time of being designated Life Member.

Section 12. Transfer from Associate to Affiliate to Member and from Member to Member SE shall be automatic when the qualifications shall have been attained and the transfer has the approval of the Board of Directors of the Association.

Section 13. The term "Member" as used throughout these Bylaws shall mean a person holding any class of membership.

Section 14. The term "Voting Member" as used throughout these bylaws shall mean a person holding the class of "Member SE" or "Member".

Section 15. The qualifications of Members shall be reviewed at the discretion of the Board of Directors

ARTICLE III

Membership

Admissions, Transfers, Leaves of Absence, Resignations, and Expulsions

Section 1. Admission to the Association shall be in accordance with the following procedure:

a. An application shall be submitted to the Board of Directors.

b. Notice of the application shall be sent to the Membership, who shall have 30 days from the date of mailing of the notice in which to file written objection to the election of the applicant.

c. The Board of Directors shall vote upon the application giving due consideration to any objections that might be received. The applicant shall be duly elected upon receipt of a majority vote of the Board of Directors.

Section 2. An application for transfer from a Member in good standing of another Member association of the Structural Engineers Association of California shall be considered as a new application for Membership except that initiation fee and the requirement of endorsement shall be waived. The appropriate grade of Membership shall be determined in accordance with this Association's Bylaws. An applicant shall furnish a statement from the former Association stating that the applicant is a Member in good standing, that dues have been paid for their current fiscal year, citing the duration of time of Membership and stating the present grade of Membership. If all of the above requirements have been met, the applicant will not be required to pay any dues to this Association until the start of the next fiscal year.

Section 3. Upon written request, the Board of Directors may grant a Member a leave of absence for the current fiscal year. Leave may be renewed with the suspension of dues at the discretion of the Board when requested in writing.

Section 4. If all dues have been paid, a Member may apply for resignation by written communication to the Board of Directors, which is empowered to accept the resignation. A Member thus resigned may be reinstated by the Board without payment of the initiation fee.

Section 5. Any Member may prefer charges for disciplinary action against any other Member or Members of any grade upon the grounds of unprofessional conduct or conduct detrimental to the Association or in violation of its Canon of Ethics or these Bylaws. Such charges shall be made in writing specifically stating the conduct in question, and shall be addressed and sent to or delivered to the Secretary of the Association and be signed by the Member preferring the same. Such charges shall be treated as confidential by all concerned and they may not be discussed or disseminated except as provided by this section. The Board of Directors shall consider the charges, and if disciplinary action appears to be warranted, the Secretary of the Association shall advise the Member in writing of the charges against the Member, the name of the person preferring such charges, the time and place of the hearing of such charges (which hearing shall be conducted by the Board of Directors), and of the Member's right to present at such time a defense either

in person or in writing. After considering the evidence presented at such hearing, the Board of Directors may, by a two-thirds vote, order such disciplinary action as it deems appropriate, including, but not restricted to, censure, suspension from Membership or expulsion. The suspension period shall not exceed one year and during the period of any suspension, the Members obligation to pay dues shall continue. The Board of Directors may, at its discretion, notify the Membership of the disciplinary action taken. Each Member of the Association waives any claim for libel or slander which he may have against any Member of the Board of Directors, or any officer, agent, or employee of this Association by reason of any charges made or published or any other action taken pursuant to this section.

Section 6. Should a Member be expelled from this Association, he shall not again be entitled to Membership, unless the Board of Directors decide that extenuating circumstances and /or subsequent record may favor an applicant for readmission.

ARTICLE IV

Dues, Assessments and Contributions

Section 1. Initiation and transfer fees shall be set by the Board of Directors and shall be published annually.

Section 2. Annual dues shall consist of Association dues and SEAOC dues.

Association dues are those paid for support of, and use of, the Structural Engineers Association of Central California and shall be set by the Board of Directors.

SEAOC dues are those paid for the support of, and use of, the Structural Engineers Association of California and are set by the SEAOC Board of Directors. Payment of SEAOC dues is mandatory for all SEAOC Member grades assessed by SEAOC in the amounts so assessed.

Section 3. Annual dues shall be assessed at 100% for each grade of Membership except: an Associate shall pay 50% of the annual dues, an Affiliate shall pay 80% of the annual dues, a Student shall pay 25% of the association dues (no SEAOC dues), a Business Forum Member shall pay those dues assessed by the Association and by SEAOC, an Honorary Member shall pay no dues, a Life Member shall pay 25% of the annual dues.

Annual dues and the amounts applying to each grade of membership shall be published annually. Annual dues shall be payable upon billing and any Member more than four months in arrears shall, except as herein provided, cease to be a Member of the Association. Any such person who wishes to be reinstated in the Association shall pay the full initiation fee.

Section 4. The Board of Directors may increase or decrease initiation fees, transfer fees, and Association Dues, singly or collectively, by not more than 10% in any one year. Increases or decreases in excess of 10% must be approved by an affirmative vote of not less than two thirds of the Voting Members by letter ballot in which balloting a majority of the eligible Voting Members vote thereon.

Members changing grade within the Association shall not be required to pay any additional dues during the fiscal year of the change.

On application from any Member, the Board of Directors may, at its discretion and for cause, remit part or all current dues and/or assessment of the Member or extend the time of payment.

Section 5. Additional monies required to carry on the activity of the association may be raised through assessments which shall not exceed the annual dues for any one fiscal year. Any assessments proposed by the Board of Directors shall be referred to the Voting Members by letter ballot. If two-thirds of those voting vote favorably, provided at least 50% of the Voting Members vote, that assessment shall be declared carried.

Section 6. 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.

Section 7. The fiscal year of this Association shall be from the first day of July to the last day of June of the following year.

ARTICLE V

Officers & Directors

Section 1. The officers of this Association shall be a President, Vice President, a Secretary, and a Treasurer. The President and Vice President must be Member SE. The office of Secretary and Treasurer may be combined or separated from time to time by action of the Board of Directors.

Section 2. The Board of Directors shall consist of ten (10) Voting Members which shall include the President, Vice President, the last available Past President, and seven (7) additional Directors. Four (4) additional Directors shall represent the Membership and reside in the Central District and one (1) additional Director shall represent the Membership and reside in each of the North, East, and South Districts.

Section 3. The North District shall consist of the counties of Del Norte, Siskiyou, Modoc, Humboldt, Trinity, Shasta, Lassen, Tehama, Glenn, Butte, and Plumas.

Section 4. The East District shall consist of the State of Nevada and the portions of the following counties east of

Highway 89, Sierra, Nevada, Placer, and El Dorado Counties.

Section 5. The South District shall consist of the counties of Merced, Mariposa, Madera, Fresno, Kings, and Tulare.

Section 6. The Central District shall consist of all areas of the State not within either the North, East, or South Districts.

Section 7. The President, the Vice President, and two (2) Central District Directors shall be elected annually by the Voting Member SE's and Voting Members. The three (3) Directors from the North, East, and South Districts shall be elected every other year. Only Voting Member SE's and Voting Members who reside in a designated District shall be eligible to vote for a Director to represent that District. The Secretary and Treasurer shall be appointed by the President and shall serve at the pleasure of the Board of Directors.

Section 8. The President and Vice President shall be elected for a term of one (1) year; the Directors for a term of two (2) years.

Section 9. Vacancies in any office or directorship shall be filled for the unexpired term by the Board of Directors.

ARTICLE VI

Nomination and Election of Officers

Section 1. Nomination of Officers and Directors shall be held each year at the regular meeting in the month of April.

Section 2. Candidates for the offices of President and Vice President and Director shall be nominated and elected in accordance with the following procedure:

“The Nominating Committee shall consist of the last five (5) Past Presidents and the last two (2) Past Directors from each of the North, East, and South Districts who are available and active Members of the Association. An organizational meeting of the Nominating Committee shall be held by the President in the month of March, at which time, the Nominating Committee shall select a Chairman from its Membership. Service on this committee shall not affect a Member SE's eligibility for office. Before April 1, the Nominating Committee shall report their nominations for office to the Board of Directors. These nominations shall include at least two (2) names as candidates for each Director to be elected. This report shall be sent to the Voting Members in the monthly newsletter preceding the April Membership meeting. Additional nominations may be made from the floor by the Voting Member SE's and Voting Members at the regular April Membership Meeting.”

Section 3. Before May 15, all Voting Members shall be sent a ballot listing all the nominees for the various

offices along with a self-addressed, stamped return envelope. The marked ballots from the Members eligible to vote shall be sealed in the self-addressed, stamped envelope signed by the voter, and returned to the Secretary before noon June 1. By affirmative majority vote of the Board of Directors, balloting of the membership may also be conducted utilizing a secure, online process. The ballots shall then be counted by the Board of Directors and those receiving the highest vote shall be declared elected.

Section 4. All elections shall be conducted by the Board of Directors of the Association. The results of the balloting at all elections shall be sent to the Membership either through a special mailing or notice in the monthly newsletter immediately following the counting of the ballots. The terms of office for the elected officers of the Association, beginning July 1 and ending June 30 each year.

ARTICLE VII

Powers and Duties of the Officers, Board of Directors and the Association

Section 1. The powers of the Association shall be exercised, its property controlled, its affairs conducted by the Board of Directors, except as limited by these Bylaws.

Section 2. The President shall be the chief governing officer and shall preside at all meetings of the Association and of the Board of Directors. He or she shall appoint all committees and be ex-officio Member of all committees.

Section 3. The Vice President shall fulfill the duties of the President in the absence of the President. In the event of the President's death or resignation, the Vice President shall succeed the President until the expiration of the term of the President.

Section 4. The Secretary shall keep an accurate record of all meetings of the Association if any Association business is conducted at the Membership meeting. The record shall include the date, time, and place of the meeting, the name of the presiding officer, and the name and topic for the speaker on the program as a minimum. He or she shall keep an accurate record of all the actions and decisions of the Board of Directors, preserve the Membership list and have charge of communications to Members, prepare the minutes of each Board of Directors meeting and distribute the minutes to the Members of the Board of Directors immediately following each monthly meeting. Copies of the minutes shall be available to any Member of the Association upon request.

Section 5. The Treasurer shall have charge of all funds and financial records of the Association and shall deposit such funds in an Association Bank Account and disburse

same by check. The Treasurer may make payments for all expenses which have been authorized in the approved Association annual budget. He or she may make payment for additional expenses with the approval of the Board of Directors and shall prepare and present to the Board of Directors at each monthly meeting a report of the income and expenses of the Association.

The Treasurer shall render a written report at the June Membership meeting. An audit of his account shall be made and certified by the Audit Committee at the close of the fiscal year and presented to the Board of Directors.

Section 6. The Board of Directors shall not obligate the Association for a single unbudgeted expenditure in excess of one thousand (\$1,000.00) dollars without prior approval of the Association. A copy of the annual Association budget shall be mailed to the Membership with the monthly newsletter immediately following the adoption of the budget by the Board of Directors.

Section 7. The Association shall take an active part in political and legislative matters only to the extent that they concern the welfare of the Association or its Membership. Any action taken on such matters in the name of the Association shall be determined at a meeting of the Association Board of Directors. Delegates and the Board of Directors of this Association shall abide by that policy when acting on behalf of the Association of its Members.

ARTICLE VIII

Meetings

Section 1. Meetings of the Association shall be held at the call of the Board of Directors.

Section 2. Four (4) Directors shall constitute a quorum of the Board of Directors.

Section 3. The Board of Directors shall meet at least once a month. Special meetings may be called by the President.

Section 4. The Annual Business Meeting of the Association shall be the regular meeting in June of each year.

Section 5. Roberts' Rules of Order as latest revised shall govern all parliamentary procedure not otherwise provided for by these Bylaws.

ARTICLE IX

Amendments

Section 1. Amendments to ARTICLES II, III, IV, V or IX of these Bylaws may be initiated by the Board of Directors, or on petition of at least 10% of the Voting Members. The Amendment shall be adopted only upon qualifying vote by letter ballot. Qualifying vote is defined as affirmative vote of not less than two-thirds of

the Voting Members voting and at least one-third of the eligible Voting Members.

Section 2. An amendment to the remaining portions of these Bylaws may be made by resolution at any regular meeting provided that 30 days notice of intention has been given. The amendment shall be adopted only upon an affirmative vote of not less than two-thirds of the votes cast by Voting Members at the meeting.

ARTICLE X

Delegates to the Structural Engineers Association of California

Section 1. The number and qualifications for the Delegates to the Structural Engineers Association of California (SEAOC) shall meet the requirements set forth in the Bylaws of the Structural Engineers Association of California, Inc.

Section 2. The appointment of Delegates to represent this Association on the Board of Directors of SEAOC shall be made by the Board of Directors of this Association prior to the annual convention of SEAOC. The term of office of Delegates shall be for two years. The term of one-half (1/2) of the Delegates shall alternate with the other half. The appointed delegates shall be Member SE's of the Association, one of which shall be the immediate Past President of the Association each year.

Section 3. Delegates to SEAOC shall be instructed by a vote of the Board of Directors at the regular Board meeting preceding any SEAOC meeting as to the position of this Association on all policy matters known to be on the agenda of the SEAOC meeting. In the event that the Delegates to the SEAOC do not receive instruction from the Board on policy matters which involve political or legislative issues, not known to be on the agenda of the SEAOC meeting, the Delegates shall refrain from voting on such matters until positive instruction is obtained from the Board of Directors. At the regular Membership meeting after any SEAOC meeting, delegates will make a report to the Members present on their actions on all business matters handled there.

ARTICLE XI

Standing Committees

Section 1. The Standing Committees of this Association shall include but not be limited to the following:

Seismology	Professional Activities
Code	Business Forum
Existing Building	Convention
Vision 2000	Disaster Emergency Services

Section 2. The Membership and number serving on Committees shall be as specified in the Policies as established by the Board of Directors.

Section 3. The President may appoint any other committees at his discretion. Additional Standing Committees may be created or existing committees eliminated by the Board of Directors.

ARTICLE XII

Student Chapters

Section 1. Student Chapters may be organized by student Members on any accredited college or university campus, where there is sufficient interest to warrant and where such a chapter is approved by the Board of Directors.

Student Chapters may organize activities consistent with the aims of this association including technical programs and social events.

Section 2. The internal organization of the chapters shall be determined by the chapter Members and shall be subject to approval by the Board of Directors.

Section 3. The relationship of the Student Chapters to this association shall consist of the following:

a. All Members of the Student Chapter shall be student or other grade Member of this association and shall have all the usual privileges of those grades.

b. Students may be student Members of this association without belonging to a Student Chapter.

c. This President will appoint a contact Member for each chapter, who shall be a Member. The contact Member shall act as liaison between the Student Chapter and the Board of Directors.

d. This Association will provide support for Student Chapter activities in the form of speakers, tours, publications, etc., in so far as possible, as requested by the chapters and approved by the Board of Directors.

Section 4. Student Chapters shall have a faculty advisor who should preferably be a Member of this Association.

Section 5. Student Chapters shall be financially self-sustaining and may impose dues consistent with the financial needs of the chapter. Such dues shall be in addition to those charged by this association.