

**BYLAWS OF THE
STRUCTURAL ENGINEERS ASSOCIATION OF MASSACHUSETTS**

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1. Name, Location, Purpose and Restrictions

1.1 **Name.** The name of this association shall be the Structural Engineers Association of Massachusetts (SEAMass).

1.2 **Location.** The principal office of the Association shall be located at The Engineering Center, One Walnut Street, Boston, MA or as determined by the Association's Board of Directors (BOD).

1.3 **Purpose.** The Purpose of the Association is

1.3.1 To promote and advance the art, science, practice and image of structural engineering.

1.3.2 To serve the business and technical interests of structural engineers.

1.3.3 To promote communication and recognition among structural engineers and related professionals.

1.3.4 To promote and maintain professional standards of and qualifications to practice in Massachusetts.

1.3.5 To communicate the ethics, standards, goals and accomplishments of the Association to structural engineers, related professionals, government and the public.

1.4 Restrictions

1.4.1 It is the undeviating policy of the Association to comply strictly with the letter and spirit of all applicable federal and state regulations and laws. Any activities of the Association or related actions of its staff, officers, directors, or members which violate these regulations and laws are detrimental to the interests of the Association, are unequivocally contrary to Association policy and, in consideration of these Bylaws, lack authority.

1.4.2 All policies and activities of the Association shall be consistent with applicable tax exemption requirements including a restriction that the Association not be organized for profit and that no parts of its earnings inure to the benefit of any private individual or corporation.

2. Membership

2.1 Eligibility

2.1.1 Professional Members shall be licensed to practice structural engineering in Massachusetts.

2.1.2 Associate Members shall be those persons not qualifying for another membership category.

2.1.3 Student Members shall be registered in an accredited structural-engineering curriculum.

2.1.4 Emeritus Members are Professional Members who have been so elected by

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the Board of Directors (the Board), pursuant to rules established by the Board.

2.2 Application for Membership

2.2.1 Any person eligible for membership under these Bylaws, upon written application, may be elected to membership by the Board of Directors.

2.3 Termination

2.3.1 Membership in the Association may terminate as herein provided. All rights, privileges and interest of a member in the Association shall cease on the termination of membership. Termination shall not be effective before fulfillment of all obligations.

2.3.2 Any member may, by giving written notice of such intention, withdraw from membership. Such notice shall be presented to the Board of Directors at its next succeeding meeting.

2.3.3 Any member may be suspended or terminated for cause. Sufficient cause shall be violation of the Bylaws or any rule or practice adopted by the Association or conduct prejudicial to the interests of the Association. Such termination shall be by two-thirds vote of the Board of Directors, pursuant to procedures established by the Board permitting the member to defend the charges.

3. Dues and Other Financial Obligations

3.1 Dues and other financial obligations of membership are established by the Board of Directors. Any individual in arrears, beyond the period set by the Board, for any indebtedness, including payment of dues, shall not be considered in good standing.

4. Board of Directors

4.1 **Duties.** The Board of Directors shall have supervision, control and direction of the affairs of the Association, shall determine its policies and its changes, within the limits of the Bylaws, and shall have discretion in the disbursement of its assets. It may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may appoint such agents as it may consider necessary.

4.2 **Composition.** The Board of Directors shall consist of the President, Vice President, Secretary, Treasurer, Immediate past President and six elective Directors, all of whom shall be members eligible to vote.

4.3 **Election.** At the first annual meeting there shall be elected by secret ballot six directors, of whom one-third shall be elected for a term of one year, two years and three years respectively. Annually thereafter, at a fixed time established by the Board and by mail ballot or other secure means of communication designated by the Board, two Directors shall be elected for a term of three years. Terms commence June 1, following the date at which each is elected.

4.4 **Meetings.** The Board shall establish a schedule of regular meetings and meet upon

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the call of the President or a majority of its members.

- 4.5 **Quorum.** A majority of the whole Board shall constitute a quorum at any meeting of the Board. No director may vote by proxy.
- 4.6 **Absence.** Any member of the Board, who is unable to attend a meeting, shall state the reason for absence in writing to the Secretary or President. If a Director is absent from three consecutive meetings for reasons the Board has failed to declare sufficient, his/her resignation shall be deemed to have been tendered and accepted.
- 4.7 **Compensation.** Directors as such shall not receive any compensation for their services as Directors. The Board may authorize reimbursement for expenses incurred in the performance of their duties.
- 4.8 **Resignation.** Any Director may resign at any time by written notice to the Secretary or President.
- 4.9 **Removal.** Any member of the Board may be removed from office and/or the Board for good cause by a three-quarters vote of the entire Board or, by written ballot, of the members eligible to vote.
- 4.10 **Vacancies.** Any vacancies on the Board may be filled by appointment by the President, upon approval of the Board, until a successor is selected in the next election, is qualified and takes office.

5. Officers

- 5.1 **Officers.** The officers of the Association shall be a President, Vice President, Treasurer and Secretary.
 - 5.1.1 The officers shall be elected simultaneously with the directors and by the same means.
 - 5.1.2 Each shall take office June 1 following the date of election and hold office for one year and until a successor is duly elected, qualified and takes office.
- 5.2 **Duties**
 - 5.2.1 The President shall be the principal elective officer, shall preside at meetings of the Association, the Board of Directors and the Executive Committee, shall establish the agenda for each and shall be an ex-officio member of all other committees, except the nominating committee. The President shall make all appointments to Committee Chairs and shall determine the size of committees, unless otherwise fixed by these Bylaws or the Board. The President shall be the principal communicator with the Board and membership and shall perform such other duties as are necessarily incident to the office of President or as may be prescribed by the Board.
 - 5.2.2 The Vice-President, in the absence of the President, shall assume duties of the President. The Vice President shall also assume such other duties as are assigned by the President or the Board. The elected Vice-President shall

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succeed to the presidency upon the expiration of the President's term. In addition, if the office of the President shall become vacant, the Vice President shall succeed to that office to fill the un-expired term.

- 5.2.3 The Secretary shall give notice and produce the minutes of all meetings of the Board of Directors, membership meetings and any special meetings. The Secretary shall also be responsible for the maintenance of all papers, letters and correspondence of the Association. The Secretary shall be the custodian of legal papers of the Association and upon retirement from office, shall deliver all such papers to his/her successor in office. In the absence of the President and the Vice-President, the Secretary shall assume the duties of the President.
- 5.2.4 The Treasurer shall have general supervision over the fiscal affairs of the Association. S/he shall keep an account of all moneys received and expended for the Association and shall make disbursements approved by the Board or its designees. The Treasurer shall deposit all sums in a bank account designated by the Board of Directors and perform such other duties as the Board of Directors may direct. The Treasurer shall report the financial standing of the Association through an interim report at each regular Board meeting and when called upon by the President and shall make a full report at each Annual Meeting.
- 5.2.5 In the event the Treasurer is absent, or incapacitated, financial functions of the Association shall be the responsibility of the President.
- 5.2.6 Upon retirement from office, the Treasurer shall deliver all such records and property of the Association to his/her successor in office.
- 5.3 **Bonding.** At the direction of the Board, any officer shall furnish, at the Association's expense a fidelity bond, in such sum as the Board shall prescribe.
- 5.4 **Vacancy.** If the office of Vice President, Secretary or Treasurer shall become vacant, the Board shall appoint a successor to fill the unexpired portion of the term.

6. Committees and Forums

- 6.1 **Purpose.** The purpose of committees is to carry out their specific charges. Unless otherwise stated in these Bylaws, they make recommendations in accordance with procedures adopted by the Board and, when requested by the Board, assist in their implementation.
- 6.2 **Executive Committee.** The Executive Committee is comprised of the officers. The Executive Committee may exercise the powers of the Board when the Board is not in session, reporting to the Board at its succeeding meeting all actions taken. All its members constitute a quorum. Meetings may be called by the President or any two officers.
- 6.3 **Standing Committees**

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- 6.3.1 Standing committees shall have a minimum of three members, including a chairperson appointed by the President and approved by the Board, unless otherwise noted herein. The President may terminate membership on any committee except the nominating committee. Members of standing committees shall be appointed immediately after the newly elected officers take office and shall serve until successors are named.
- 6.3.2 Nominating Committee
 - 6.3.2.1 The Nominating Committee shall select annually, for election by the eligible Members of MISE, one or more nominees for vacant offices and for each of two Directors, in accordance with these Bylaws and with procedures established by the Board.
 - 6.3.2.2 The Nominating Committee shall consist of a chairperson, who shall be a past officer, selected by the President and approved by the Board, and four additional Professional Members, selected by the Board from the membership beyond the Board and representative of the geographical distribution of the membership.
 - 6.3.2.3 Nominations for officers and directors may also be made by the membership, pursuant to procedures established by the Board.
- 6.3.3 Membership Committee. The Membership Committee is charged with recommending to the Board qualifications for membership and with soliciting new members of the Association. The committee shall establish the application procedure, for approval by the Board, shall process applications and shall recommend to the Board those applicants to be approved for membership. The chairperson shall be a Professional Member.
- 6.3.4 Professional Development Committee
 - 6.3.4.1 The Professional Development Committee shall provide continuing-education programs for Association members, shall maintain relations with institutions that teach structural engineering and shall promote the minimum education requirements for the practice of structural engineering.
 - 6.3.4.2 The Professional Development Committee shall develop and maintain productive relations with related professional organizations and structural-material associations so as to promote professional development, including educational programs.
- 6.3.5 Public Relations
 - 6.3.5.1 The Public Relations Committee shall communicate the ethics, standards, goals and accomplishments of the Association to structural engineers, related professionals, government and the public.
 - 6.3.5.2 The Committee shall keep abreast of pending and desirable laws and

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regulations in Massachusetts that affect structural engineering and structural engineers and shall promote changes to same as deemed desirable.

6.3.5.3 The Committee shall develop and maintain productive relations with related professional organizations, the news media, legislators and public agencies, in order to accomplish the above goals.

6.4 Other Standing Committees

6.4.1 The Board may establish and dissolve other standing committees with defined purpose. Such committees shall be subject to all the same conditions common to standing committees, as stated in Section 6.3.1

6.5 Special Committees

6.5.1 The Board, from time to time, may establish such special committees as it deems necessary. The composition and charge of special committees, including the appointment and service of their members, shall be determined by the Board. The tenure of such committees shall be through the completion of their charge or as otherwise determined by the Board.

6.6 Business Forum

6.6.1 There shall be a forum, known as the Boston Association of Structural Engineers (BASE), composed of structural-engineering firms admitted to BASE, each represented by a member of the Association

6.6.2 The forum shall promote desirable business practices among its member firms.

6.6.3 For its operation, BASE may establish Bylaws which are not in conflict with those of the Association.

6.6.4 Establishment of the Business Forum does not preclude the formation of an Association committee on business practice, open to any member of the Association.

7. Meetings

7.1 **Annual Meeting.** The Association shall hold an Annual Meeting. The place, time and hour shall be determined by the Board.

7.2 **Other Regular Meetings.** Other regular meetings may be scheduled by the President and approved by the Board.

7.3 **Special Meetings.** Special meetings may be called by the President, the majority of the Board or by a petition of members, eligible to vote, of number no less than a quorum.

7.4 **Notice.** Adequate advance written notice of each meeting shall be communicated to the membership by a medium approved by the Board. The notice must include a

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description of the business to be discussed.

- 7.5 **Quorum.** At least 10 per cent of Professional Members in good standing, present in person, shall constitute a quorum for the conduct of business at regular and special meetings, provided that the President or Vice-President and two other Board members are present.

8. Voting

- 8.1 **Matters.** Whenever, in the judgment of the Board, any matter shall arise which requires a vote of members eligible to vote, the Board shall, unless otherwise required by these Bylaws, submit such matter to those members for a vote, at a meeting or by mail ballot approved by the Board. The Board shall also, upon receipt of a petition of 10% of members eligible to vote, submit the motion contained therein to the eligible Members for a vote, at a meeting or by mail ballot approved by the Board. Mail ballot shall be defined to include secure digital media.
- 8.2 **Eligibility.** Professional Members in good standing are eligible to vote. Each voting Member shall have one vote.
- 8.3 **Majority Vote.** Any matter or election, with but two options, shall be decided by the majority vote, unless otherwise mandated by these Bylaws.
- 8.4 **Plurality Vote.** Any matter or election, with more than two options, shall be decided by the plurality vote, provided that plurality is at least 35% of the votes cast. If the plurality is less than 35%, the two options garnering the most votes shall be placed on a ballot for re-voting.

9. Miscellaneous

- 9.1 **Fiscal Year.** The fiscal year shall be set by the Board
- 9.2 **Indemnification.** The Association shall indemnify any person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceedings (including an action by the Association to procure a judgment in its favor) by reason of the fact that the person did or does represent the Association. All such representatives shall conform to the definition of an “insured” under any applicable association liability insurance coverage. Such indemnification shall protect against expenses, including attorney fees, fines, and amounts paid in settlement, actually or reasonably incurred, if such person has been successful on the merits or otherwise in such action, or upon a determination in the specific case that such indemnification is proper in the circumstances. The Association shall, if available and feasible, purchase and maintain insurance for the purpose of indemnification on behalf of such persons to the full extent authorized by law.
- 9.3 **Official Notices.** The Board may designate a publication of the Association for printing and distributing to the members the official notices of the Association.
- 9.4 **Parliamentary Authority.** The rules contained in Roberts Rules of Order (most recent edition) shall govern the meetings of SEAMass in all cases in which they are

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applicable and in which they are not inconsistent with any rules and regulations SEAMass may adopt.

- 9.5 **Dissolution.** In the event that SEAMass shall elect to or be caused to discontinue, it shall require a vote of the members eligible to vote, as specified by the laws of its state of incorporation. In the event of dissolution, the Board shall distribute all corporate assets remaining, after all debts and other obligations of the Association are discharged, for the exempt purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code or the corresponding section of any future tax code.

10. **Amendments**

- 10.1 **Bylaws.** These Bylaws may be amended by two-thirds of all members eligible to vote, voting by mail ballot or other secure means of communication as determined by the Board.
- 10.2 **Proposals.** An amendment may be proposed in conformance with Section 8.1. The Board may correct section designations, punctuation, English usage, spelling and cross-references and may make other non-substantial technical changes.