

**BYLAWS**  
**of the**  
**Structural Engineers Association of Pennsylvania**

**Article I – General**

*Section 1.* The name of this not-for-profit organization shall be Structural Engineers Association of Pennsylvania abbreviated as SEAoP. SEAoP includes the Eastern Pennsylvania Chapter of SEAoP, also known as Delaware Valley Association of Structural Engineers (DVASE), and other regional Chapters as established by SEAOP. Each Chapter will have a Chapter Board and maintain its own banking operation and budgets. SEAoP will have a State Board of Directors hereafter referred to as the Board. The administrative seat for the state organization shall be located in the Eastern Pennsylvania Chapter.

*Section 2.* SEAoP shall be a Member Organization of the National Council of Structural Engineers Associations, hereinafter referred to as NCSEA.

**Article II – Purpose**

*Section 1.* To hold paramount the safety, health, and welfare of the public with respect to the analysis, design, construction, and inspection of structures in Pennsylvania.

*Section 2.* To provide a forum for effective action to improve the quality of structural engineering services and to promote professionalism and the image of structural engineers.

*Section 3.* The objectives of SEAoP are

- (a) to establish and maintain a network of structural engineers in Pennsylvania to exchange and disseminate information of common interest; and
- (b) to address the monolithic state concerns; and
- (c) to develop and maintain a communication with State Legislature; and
- (d) to organize a state convention if so voted on by each regional Chapter organization; and
- (e) to communicate with NCSEA; and
- (f) to uphold the ethical practices, and concerns of each region; and
- (g) to contribute to the continuing professional education and development of its members.

*Section 4.* Specific goals of SEAoP consistent with its vision, mission, and objectives shall, on at least an annual basis, be developed and adopted by the Board of SEAoP.

**Article III - Membership**

*Section 1.* Only individual persons of good character and reputation shall be members of SEAoP. Membership in SEAoP implies agreement with and commitment to its purpose and organization as prescribed herein and acceptance of the obligation to adhere strictly to the ethical standards of the Pennsylvania State Registration Board for Professional Engineers, Land Surveyors and Geologists.

*Section 2.* Professional Members shall be those members of SEAO P

- (a) who are licensed as professional engineers by the Commonwealth of Pennsylvania; and
- (b) who are actively engaged in the professional practice of structural engineering; and

*Section 3.* Associate Members shall be those members of SEAO P who are not licensed as professional engineers by the Commonwealth of Pennsylvania but otherwise qualify as Professional Members and have graduated from an ABET-accredited bachelor's degree or substantially equivalent program in structural, civil, or architectural engineering.

*Section 4.* Retired Members shall be those members of SEAO P who are no longer actively engaged in the professional practice of structural engineering but otherwise qualify as Professional or Associate Members and have previously been so engaged for a minimum of twenty-five years.

*Section 5.* Student Members shall be those members of SEAO P

- (a) who are enrolled full-time in an ABET-accredited bachelor's degree or substantially equivalent program in structural, civil, or architectural engineering, or a graduate degree program in structural engineering; and
- (b) who intend to engage in the professional practice of structural engineering upon graduation; and

*Section 6.* Non Chapter members shall be those members of SEAO P that are either Associate or Professional Membership eligible but whose permanent residence and principal place of employment are not located within a 50 statute mile radius of a Chapter.

*Section 7.* Affiliate Members shall be those members of SEAO P who do not qualify for any of the grades described above.

*Section 8.* Only Professional Members shall have voting rights in SEAO P, and each Professional Member shall have exactly one vote. Only Professional Members of SEAO P shall be eligible for election or appointment to an office therein. All members of SEAO P shall be eligible for appointment to its Committees, except as Chairpersons.

*Section 9.* Application for membership in SEAO P shall be made using forms approved by the Board and prescribed and issued by a Regional Chapter or by application directly to SEAO P as an eligible Non-Chapter member. The membership application (form) must be accompanied by the appropriate annual dues for the grade of membership for which the applicant is best qualified at the time of application. Such application shall include evidence of such qualification.

*Section 10.* An applicant may be denied membership in, or a member may be censured by or expelled from SEAO P for conduct that violates Section 1 of this Article upon a two-thirds majority vote of the entire Board. Such action may be appealed by the affected applicant or member within thirty days of receiving notice thereof. No publication of the action shall be made until the Board finalizes it following any appeal.

#### **Article IV - Chapters**

*Section 1.* SEAO P shall consist of Chapters organized geographically within the Commonwealth of Pennsylvania. Membership in SEAO P is through membership in one of the Chapters or as a qualified a Non-Chapter member. Members of SEAO P shall not be members of more than one Chapter. Transfer of membership from one Chapter to another shall only occur at the time of annual renewal of membership in SEAO P, except as prescribed in Section 5 of this Article.

*Section 2.* The Board shall establish new Chapters upon petition from at least ten Professional and Associate Members or from at least 10 student members of SEAoP when no existing Chapter is located within fifty statute miles of the location proposed for the new Chapter. A newly established Chapter shall not be represented on the Board until it collects dues, conducts a meeting and elects a Director in accordance with Articles VI and IX.

*Section 3.* Each Chapter shall adopt, amend as necessary, and submit to the Board for approval its own bylaws, consistent with these Bylaws, and elect Chapter officers: a president, a vice-president, and a secretary/treasurer, as well as one SEAoP Director(s) as prescribed in Article VI. Each Chapter may, at the discretion of its officers, appoint its own committees and sponsor student groups at institutions within its region, as defined by the Board, that offer ABET-accredited bachelor's degree programs in structural, civil, or architectural engineering, or a graduate degree program in structural engineering.

*Section 4.* Chapters shall retain full autonomy in matters of primarily local concern. However, SEAoP shall exclusively carry out any and all activities of a statewide or national character in accordance with the direction and authorization of the Board.

*Section 5.* Chapters that conduct themselves in a manner inconsistent with these Bylaws or no longer include at least ten Professional or Associate Members may be dissolved by a two-thirds majority vote of the entire Board. Upon dissolving a Chapter, the Board shall immediately reassign its members to one or more remaining Chapters and remove from office the Director(s) elected by the dissolved Chapter. However, if one of the latter is the President, President-Elect, Secretary, or Treasurer he or she shall not automatically be removed from office, but shall continue to serve as a member of the Board until his or her term of office ends.

*Section 6.* The Board may declare a Chapter inactive when it has failed to conduct at least four meetings during the preceding twelve months or in any year has failed to elect officers in the manner and within the time period prescribed by these Bylaws. Upon such declaration, the Board shall remove from office the Director(s) elected by the inactive Chapter and shall elect a Professional Member of that Chapter to serve as its ex-officio (nonvoting) Representative to the Board. The Board shall reinstate the inactive Chapter when it has conducted at least four meetings within the preceding twelve months, including an annual meeting at which it has elected officers in accordance with Sections 2 and 3 of this Article.

## **Article V - Government**

*Section 1.* The Board shall establish the policies, manage the affairs, and direct the activities of SEAoP, and shall include

- (a) the President; and
- (b) a President-Elect (Vice-President), Secretary and Treasurer or Secretary/Treasurer, who with the President shall serve as the Officers of SEAoP; and
- (c) other Directors.

*Section 2.* The President shall have general supervision over SEAoP and shall preside at all meetings thereof and of the Board. In the absence of the President, the Vice-President shall preside at such meetings.

*Section 3.* The duties of the Secretary/Treasurer or Secretary and Treasurer shall include

Secretary:

- (a) keeping an accurate record of the proceedings of SEAoP and Board, including minutes of their meetings and maintaining the membership lists comprised of members of the Chapters; and
- (b) conducting the correspondence of SEAoP, including meeting notices, and ballots for elections and other votes; and
- (c) reporting the business affairs of SEAoP to the Board at each regular meeting thereof and to the members of SEAoP; and
- (d) timely filing of all reports required by the Commonwealth of Pennsylvania or the Federal Government that are not of a primarily financial nature, including the annual report to the state.

Treasurer:

- (a) having custody of all funds of SEAoP and maintaining an accurate set of books showing all receipts and disbursements; and
- (b) depositing all moneys received and paying out all monies authorized by the Board; and
- (c) ensure timely payment of the annual dues for each member by each Chapter to NCSEA; and
- (d) collecting an annual financial report from each Chapter; and
- (e) reporting the financial affairs of SEAoP to the Board at each regular meeting thereof and to the members of SEAoP on an annual basis, the latter report having been audited as directed by the Board; and
- (f) timely filing of all financial reports required by the Commonwealth of Pennsylvania and/or the Federal Government, including tax returns, if any.

*Section 4.* The duties of the other Directors shall be as assigned by the President.

*Section 5.* The President, another Officer, or another Director, including the President-Elect, may be removed from office if he or she does not or cannot carry out his or her duties in a manner consistent with these Bylaws. Such removal shall require the approval of a two-thirds majority vote of the entire remaining Board, or a two-thirds majority at-large vote of eligible Association members, except that it shall be automatic in the case of resignation or death.

*Section 6.* The Board may overturn any action by the President or another Director. The action of the President or another Director may be overturned by a two-thirds majority vote of the eligible Board of Directors of SEAoP. Any action by the Board may be overturned by a two-thirds majority at-large vote of eligible Association members.

## **Article VI - Elections**

*Section 1.* Each Chapter shall annually elect a Director of SEAoP for a term of office of approximately two years, so that two Directors represent each Chapter at all times. Directors of SEAoP shall remain board members of their respective Chapters at least until the completion of their terms of office as Directors of SEAoP. Duly elected Directors of SEAoP shall take office July 1 in the year in which they are elected.

*Section 2.* The President shall be annually elected at-large to a term of office of approximately one year, which shall commence on July 1 in the year following the year of his or her election, until which time he or she shall be designated as President-Elect/(Vice President). The eligible candidates for this election shall normally be the Directors and past and current Chapter board members. Any Director or other Chapter Board Member who wishes to run for President shall notify the Board and his or her Chapter president in writing at least thirty days in advance of his or her Chapter's annual nomination meeting in the year of the election. If no Director or other Chapter Board Member wishes to run for President, the Chapters shall elect, at their annual meetings, a Professional Member of SEAoP, to serve as its candidate. Upon expiration of the President's term of office, he or she shall be designated as Past President and shall continue to serve as a member of the SEAoP Board for one additional year.

*Section 3.* In the event of a vacancy in the office of Director, the corresponding Chapter shall elect an interim Director to complete the unexpired term. In the event of a vacancy in the office of President, the President-Elect shall immediately assume the office of President and complete both the unexpired term and his or her own term. In the event of a vacancy in the office of President-Elect, or the Secretary/Treasurer, a special at-large election shall be conducted.

*Section 4.* Directors who complete three consecutive terms of office shall be ineligible for reelection for a period of one year. Directors who, for any reason other than dissolution of their Chapter by the Board, leave office prior to the expiration of their terms shall be ineligible for reelection for a period of one year. In any given year, the current Past President, President, and President-Elect shall be ineligible for reelection to the office of President.

*Section 5.* The Secretary/Treasurer shall be annually elected at large to a term of office of approximately one year, which shall commence on July 1 in the year of his or her election. The eligible candidates for this election shall normally be the Directors and past and current Chapter Board Members. Any Director or other Chapter Board Member who wishes to run for Secretary/Treasurer shall notify the board and his or her Chapter president in writing at least thirty days in advance of his or her Chapter's annual nomination meeting in the year of the election. If no Director or Chapter Board Member wishes to run for Secretary/Treasurer, the Chapters shall elect, at their annual meetings, a Professional Member of SEAoP to serve as its candidate.

*Section 6.* The SEAoP Board shall elect a Professional Member of SEAoP, who may or may not be one of its Directors, to serve as SEAoP's NCSEA Delegate for a term of one year that shall coincide with NCSEA's fiscal year. There shall be no limit on the number of consecutive or non-consecutive terms that a member may serve as Delegate. The Delegate or a Board-designated Alternate shall, at the expense of SEAoP, participate in the NCSEA Annual Conference and any other NCSEA meetings and events approved by the Board. The Delegate shall make every effort to attend all regular meetings of the Board to report on the activities and decisions of NCSEA and receive direction from the Board regarding any pending NCSEA issues.

*Section 7.* At-large elections and other votes, where prescribed herein, shall be conducted by mail ballot, electronic ballot, or at a regular or special meeting of SEAoP or Chapter meetings with provision for proxy voting by those unable to attend. When these Bylaws require or the Board authorizes a ballot, the Secretary shall distribute such ballot, together with all supplemental information deemed necessary by the Board, to all Professional Members of SEAoP within thirty days of the action by which the election or vote was called. The Secretary shall then canvass all returned ballots received within thirty days of their distribution.

*Section 8.* Except where prescribed otherwise herein, all those eligible and casting ballots shall decide all elections and other votes, and such decisions shall require a simple majority of the votes cast. Where more than two candidates or options are presented, and no candidate or option receives a majority on the first ballot, additional ballots, with the candidate or option receiving the fewest votes on the previous ballot removed, shall be distributed and cast until the election or vote is decided. In the event of a tie in the election of the President, the Board shall cast a secret ballot to select one of the tied candidates.

## **Article VII - Committees**

*Section 1.* Standing and special Committees of SEAoP shall be established by the SEAoP Board or by an at-large vote of the eligible members of SEAoP for specific purposes. The scope, duties, size, and duration of each Committee shall be defined at the time at which it is created.

*Section 2.* The President shall, with the approval of the Board, appoint the members of each Committee, including its Chairperson, to a term of office of one year, which shall commence on July 1, and shall serve as an ex-officio (nonvoting) member of all committees. Chairpersons shall be eligible for reappointment to that office. Each Committee shall have at least one member from each Chapter.

*Section 3.* The Chairperson, or designate, of each Committee shall submit a written summary/ report of the Committee's activities to the Board prior to each of the Board's regular meetings. The Chairperson or designate shall attend a meeting of the Board to deliver this report in person when requested to do so by the Board.

(a) The Committee Chairperson, or designate, in attendance at Board meetings shall have ex-officio (non-voting) status.

*Section 4.* Standing Committees shall continue to operate until such time as they are dissolved by the Board or by an at-large vote of the eligible members of SEAoP. Special Committees shall cease to operate after the amount of time specified upon their creation unless they are reauthorized by the Board or by an at-large vote of the eligible members of SEAoP.

## **Article VIII - Revenue**

*Section 1* The Board shall collect annual dues from each Chapter for each member of SEAoP. The Board shall establish the amount of such dues for each grade of membership specified in Article III herein. However, a proposed increase in dues for any grade that exceeds the greater of twenty-five percent (25%) of the previous year's dues or twenty-five dollars (\$25.00) shall take effect only when it is approved by a two-thirds majority at-large vote of the eligible members of SEAoP. Dues changes authorized on or before May 31 of any calendar year shall take effect on June 1 of that year, while dues changes authorized on or after June 1 shall take effect on June 1 of the following year.

*Section 2.* The Board may propose special assessments from Professional and Associate Members for specific purposes. The Board shall collect such assessments only when they are approved by a two-thirds majority at-large vote of the eligible members of SEAoP.

*Section 3.* The Board may authorize and collect a registration fee from those members who attend the Annual Meeting or another meeting of SEAoP. For the Annual Meeting, the Board shall establish the amount of such fee with the intent of covering only the costs associated with the meeting itself, and not as a means of obtaining additional revenue for SEAoP.

*Section 4.* The Board may accept additional contributions from any reasonable source, provided that its business activities are substantially related to, and the funds so received are exclusively used in a manner consistent with, the purpose of SEAoP as described in Article II herein. Individuals and organizations making such contributions shall be designated as Sponsors of SEAoP but shall not have any powers, duties, or privileges therein.

*Section 5.* No member of SEAoP, including its Officers and Directors, shall receive a salary or other compensation from SEAoP, except for expenses incurred on behalf of SEAoP that are reported to and approved by the Board. Funds of SEAoP derived from any fees of annual dues shall not be used for lobbying.

*Section 6.* The Board may provide funding for Committee activities at its sole discretion. Committees shall not collect any fees, dues, or assessments from their members, or contributions of any kind from any other source.

*Section 7.* The fiscal year of SEAoP shall begin on July 1 and end on June 30. The President, in consultation with the Secretary/Treasurer, shall submit a proposed budget for the next fiscal year to the Board not later than April 1 of each year. The Board shall notify the Chapters of any changes in the required annual dues at that time. The Board shall adopt a final budget and publish and transmit it to all members of SEAoP by July 1.

## **Article IX - Meetings**

*Section 1.* SEAoP may hold an Annual Meeting of its members for the purpose of conducting the election of the President and any other business of SEAoP. The Board shall determine the place and time of the Annual Meeting, but it shall occur at a location within Pennsylvania and not sooner than April 15 nor later than June 15. The Board may call additional meetings of SEAoP at any time. The Secretary/Treasurer shall provide notice of each meeting and the specific items to be discussed to all Association members at least thirty days in advance. A quorum for duly notified Association meetings shall consist of those Professional and Associate Members present or voting by proxy.

*Section 2.* Each Chapter shall hold an annual meeting of its members for the purpose of conducting the election of its officers and any other Chapter business. The officers of each Chapter shall determine the place and time of its annual meeting, but it shall occur at a location within the Chapter's region, as defined by the Board, and not sooner than January 1 nor later than June 1. All other Chapter meetings shall be conducted at the discretion of each Chapter in accordance with its own bylaws.

*Section 3.* The Board shall meet at least once during each quarter of each year at a time and place determined by the Board. The President or any three other Directors may call additional meetings of the Board at any time. The Secretary/Treasurer shall provide notice of each meeting and the specific items to be discussed to all Board members at least seven days in advance. A quorum for duly notified Board meetings shall consist of a majority of the Board that includes at least one representative from each Chapter. A Director may designate in writing another officer to serve as his or her proxy for a particular Board meeting.

*Section 4.* Each Committee shall meet at least once during each quarter of each year at a time and place determined by the Committee. The Chairperson may call additional meetings of the Committee at any time. The Chairperson shall provide notice of each meeting and the specific items to be discussed to the President and all Committee members at least seven days in advance. A quorum for duly notified Committee meetings shall consist of the Chairperson and a majority of the remaining members of the Committee.

*Section 5.* All meetings of SEAoP, its Chapters, the Board, and its Committees shall be conducted in accordance with *Robert's Rules of Order Revised*, 1915 version, as applicable and where not inconsistent with the law, these Bylaws, or any special rules of order adopted by the Board.

## **Article X - Amendments**

*Section 1.* Amendments to these Bylaws may be proposed by a simple majority vote of the Board or by a three-fourths majority vote of any Chapter.

*Section 2.* A proposed amendment shall be distributed to all Chapters and members and become effective only when approved in an at-large vote by mail or electronic ballot in which not less than one-fourth of the eligible Members cast ballots and a two-thirds majority of the votes cast are in the affirmative. The ballot shall include or be accompanied by, at a minimum, the complete text of the proposed amendment and be distributed to all members of SEAoP. An approved amendment shall become effective immediately.

## **Article XI - Dissolution**

In the event of the dissolution of SEAoP, its net assets shall be distributed pro rata to its members in proportion to their annual dues.

## **Article XII - Implementation**

*Section 1.* With the exception of Article X as described in Section 4 of this Article, these Bylaws shall take effect immediately upon their adoption by a two-thirds majority vote of those present or voting by proxy at an Organizational Meeting called by the Incorporators of SEAoP. Only those who meet the qualifications for Professional membership as described in Article III herein and who have paid the annual dues prescribed in Article VIII herein shall be eligible to participate in this vote. All members of SEAoP at the time of adoption of these Bylaws shall be designated as Charter Members but otherwise shall not have any powers, duties, or privileges beyond those prescribed herein for the various grades of membership.

*Section 2.* Following the adoption of these Bylaws, the Professional and Associate Members present at the Organizational Meeting shall caucus into Chapters established by the Incorporators of SEAoP in accordance with Article IV herein. The Boards of the Incorporating chapters shall nominate one of its Professional Members present for the office of President, President-Elect and Secretary/Treasurer. The Professional Members present or voting by proxy shall then elect the President, President-Elect and Secretary/Treasurer at-large from among these candidates. The President, President-Elect and Secretary/Treasurer so elected shall take office at the conclusion of the Organizational Meeting of SEAoP.

*Section 3.* After the Organizational Meeting, each Chapter shall hold its annual meeting to elect its officers, including two Directors, in accordance with Articles IV, VI, and IX herein.

*Section 4.* Article X herein shall not take effect until July 1 of the year following the year in which the organizational meeting takes place. Until this date, amendments to these Bylaws may be enacted by a simple majority vote of the Board and shall take effect immediately, except that any amendments that affect Article X herein or this Section must be enacted in accordance with the provisions of Article X herein as stated.



*Section 5.* The Incorporators of SEAoP shall exercise all powers and duties of the Board prescribed herein until the duly elected President, President-Elect, Secretary/Treasurer and Directors office, in accordance with the laws of the Commonwealth of Pennsylvania.