

**BYLAWS
OF
STRUCTURAL ENGINEERS ASSOCIATION OF MASSACHUSETTS, INC.,
A NON-PROFIT CORPORATION**

**ARTICLE I
ORGANIZATION**

- 1.1 Name and Purpose – The name and purposes of the organization shall be as set forth in its Articles of Organization. These Bylaws, the powers of the organization and of its directors and officers, shall be subject to the Articles of Organization as in effect from time to time. The principal office of the organization shall initially be located at The Engineering Center, One Walnut Street, Boston, MA or as determined by the Association’s Board of Directors (BOD).
- 1.2 Seal – The organization may have a seal which shall be in such form as the Board of Directors may, from to time to time, adopt or amend.
- 1.3 The purpose of the Association is:
- a. To promote and advance the art, science, practice and image of structural engineering.
 - b. To serve the business and technical interests of structural engineers.
 - c. To promote communication and recognition among structural engineers and related professionals.
 - d. To promote and maintain professional standards of and qualifications to practice in Massachusetts.
 - e. To communicate the ethics, standards, goals and accomplishments of the Association to structural engineers, related professionals, government and the public.
 - f. The organization may engage in other activities when permitted and authorized by law.
- 1.4 The organization may at its pleasure by a vote of the Members (as hereinafter defined) change its name.
- 1.5 The pronoun “he” or “his,” when appropriate, shall be construed to mean also “she” or “her”.

**ARTICLE II
MEMBERSHIP**

- 2.1 Membership in this association shall be open to those who support the statement of purpose of the organization as set forth in the Articles of Organization and meet the

qualifications set forth in Section 2.2. Continuing membership is contingent upon being up-to date on membership dues.

2.2 Membership Eligibility Requirements

- a. Professional Members shall be licensed to practice structural engineering in Massachusetts.
- b. Associate Members shall be those persons not qualifying for another membership category.
- c. Student Members shall be registered in an accredited structural-engineering curriculum.
- d. Emeritus Members are Professional Members who have been so elected by the Board of Directors (the Board), pursuant to rules established by the Board.

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

2.4 Termination

- a. 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.
- b. 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.
- c. 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.

2.5 The dues for each membership class shall be reviewed and set annually by the Board and any proposed changes shall be voted on at the annual membership meeting. 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.

2.6 Only those Professional Members who are in good standing shall be eligible to vote at any annual or special meetings of the membership. Each Professional Member shall have one vote.

ARTICLE III
MEMBERSHIP MEETINGS

- 3.1 The first annual membership meeting of this organization shall be held on _____ and thereafter shall be held on such date as determined by vote of the membership at the prior year's annual membership meeting.
- 3.2 The Clerk shall cause to be mailed to every member in good standing at their address as it appears in the membership roll book in this organization a notice telling the time and place of such annual meeting.
- 3.3 Meetings of the membership may be held at such time and place, within or without the Commonwealth of Massachusetts, as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof. Notices of meetings shall be sent to all members at their addresses as they appear in the membership roll book at least ten (10) days before the scheduled date set for such meeting. If mailed, notice is given when deposited in the United States mail, postage prepaid, directed to the member at such member's address as it appears on the records of the organization. Without limiting the manner by which notice otherwise may be given effectively to members, any notice to members given by the organization shall be effective if given by a form of electronic transmission consented to by the member to whom the notice is given. Any such consent shall be revocable by the member by written notice to the organization. Any such consent shall be deemed revoked if (1) the organization is unable to deliver by electronic transmission two consecutive notices given by the organization in accordance with such consent and (2) such inability becomes known to the Clerk or an Assistant Clerk of the organization, or other person responsible for the giving of notice; provided, however, the inadvertent failure to treat such inability as a revocation shall not invalidate any meeting or other action.
- 3.4 Types of Meetings
- a. Annual Meeting - The Association shall hold an Annual Meeting. The place, time and hour shall be determined by the Board.
 - b. Other Regular Meetings - Other regular meetings may be scheduled by the President and approved by the Board.
 - c. 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.
- 3.5 The presence of not less than thirty percent (30%) of the Professional Members in good standing shall constitute a quorum and shall be necessary to conduct the business of this organization; but a lesser percentage may adjourn the meeting for a period of not more than four (4) weeks from the date scheduled of such meeting and the Clerk shall cause a notice of this scheduled meeting to be sent to all those members who were not present at the meeting originally called. A quorum as herein before set forth shall be required at any adjourned meeting.

- 3.6 No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

ARTICLE IV **VOTING**

- 4.1 Matters – Whenever any matter that 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.
- 4.2 Eligibility - See Article 2.6
- 4.3 When a quorum is present at any meeting, the vote of a majority of the Professional Members present in person or represented by proxy shall decide any question brought before such meeting, unless the question is one upon which by express provision of the statutes or of the Articles of Organization a different vote is required in which case such express provision shall govern and control the decision of such question.
- 4.4 Unless otherwise provided in the Articles of Organization or these Bylaws, each member of the Professional Members class shall at every meeting of the membership be entitled to one (1) vote in person or by proxy, but no proxy shall be voted on after three (3) years from its date, unless the proxy provides for a longer period.
- 4.5 Unless otherwise provided for in the Articles of Organization, any action required to be taken at any annual or special meeting of the membership of the organization, or any action which may be taken at any annual or special meeting of such members, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the Members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which such Members were present and voted. Prompt notice of the taking of the action without a meeting by less than unanimous written consent shall be given to those members who have not consented in writing.

ARTICLE V **BOARD OF DIRECTORS**

- 5.1 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.
- 5.2 Composition - The Board of Directors shall consist of the President, Vice President, Clerk (Secretary), Treasurer, Immediate past President and six elective Directors, all of whom shall be members eligible to vote.

- 5.3 Election - At the first annual meeting of members 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 immediately once directors are elected.
- 5.4 A majority of the members of the Board of Directors shall constitute a quorum and the meetings of the Board of Directors shall be held regularly as such dates and times as the Board of Directors may determine, but no less than quarterly. The Board of Directors may hold meetings, both regular and special.
- 5.5 Each director shall have one (1) vote and such voting may not be done by proxy.
- 5.6 Special meetings of the Board may be called by the President on five (5) days' notice to each director by mail or forty-eight (48) hours notice to each director either personally or by electronic means of communications, including electronic mail and facsimile transmission; special meetings shall 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.
- 5.7 Unless otherwise restricted by the Articles of Organization or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if all members of the Board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes or proceedings of the Board or committee.
- 5.8 Unless otherwise restricted by the Articles of Organization or these Bylaws, members of the Board of Directors, or any committee designated by the Board of Directors, may participate in a meeting of the Board of Directors, or such committee, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting.
- 5.9 Unless otherwise restricted by the Articles of Organization or these Bylaws, any director may be removed, with or without cause, by a majority of the Professional Members in good standing entitled to vote on such directorship. Any director may resign at any time by giving written notice of resignation to the Board of Directors, to the President or to the Clerk. Any such resignation shall take effect upon receipt of such notice or at any later time specified therein. Unless otherwise specified in the notice, the acceptance of a resignation shall not be necessary to make the resignation effective.
- 5.10 Vacancies in the Board of Directors shall be filled by the professional members entitled to vote on such directorship. Each director chosen to fill a vacancy on the Board of Directors shall hold office until the next annual election of directors and until his successor shall be chosen.

ARTICLE VI

OFFICERS

- 6.1 Officers - The officers of the Association shall be a President, Vice President, Clerk (Treasurer) and Secretary.
- a. The officers shall be elected concurrently with the selection of directors.
 - b. Each shall take office immediately following the date of election and hold office for one year and until a successor is duly elected, qualified and takes office.
- 6.2 Duties
- a. 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.
 - b. 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. In addition, if the office of the President shall become vacant, the Vice President shall succeed to that office to fill the unexpired term.
 - c. The Clerk (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 Clerk (Secretary) shall assume the duties of the President. He shall have custody of the corporate seal of the organization and he, shall have authority to affix the same to any instrument requiring it and when so affixed, it may be attested by his signature. The Board of Directors may give general authority to any other officer to affix the seal of the organization and to attest the affixing by his/her signature.
 - d. The Treasurer shall have general supervision over the fiscal affairs of the Association and shall have legal custody of the corporate funds. He/she 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.

- e. In the event the Treasurer is absent, or incapacitated, financial functions of the Association shall be the responsibility of the President.
 - f. Upon retirement from office, the Treasurer shall deliver all such records and property of the Association to his/her successor in office.
- 6.3 Vacancy - If the office of President, Vice President, Clerk or Treasurer shall become vacant, the Board shall appoint a successor to fill the unexpired portion of the term.
- 6.4 No officer shall for reason of his/her office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director for receiving any compensation from the organization for duties other than as a director or officer.

ARTICLE VII

COMMITTEES AND FORUMS

- 7.1 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.
- 7.2 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.
- 7.3 Standing Committees - 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/Board 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. Standing Committees shall include the following: Nominating Committee, Membership Committee, Professional Development Committee, and Public Relations Committee.
- 7.4 Nominating Committee
- a. The Nominating Committee shall select annually, for election by the eligible Members of SEAMass, 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.
 - b. 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.

- c. Nominations for officers and directors may also be made by the membership, pursuant to procedures established by the Board.

7.5 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.

7.6 Professional Development

- a. 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.
- b. 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.

7.7 Public Relations Committee

- a. The Public Relations Committee shall communicate the ethics, standards, goals and accomplishments of the Association to structural engineers, related professionals, government and the public.
- b. The Committee shall keep abreast of pending and desirable laws and regulations in Massachusetts that affect structural engineering and structural engineers and shall promote changes to same as deemed desirable.
- c. 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.

7.8 Other Standing Committees - 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 Sections 7.3 to 7.7, above.

7.9 Special Committees - 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.

ARTICLE VIII
GENERAL PROVISIONS

FISCAL YEAR

- 8.1 The fiscal year of the organization shall be June 1 to May 31, and may be changed by resolution of the Board of Directors.

BOOKS AND RECORDS

- 8.2 The books of the organization shall be kept at such place as the Board of Directors shall designate by resolution.

ARTICLE IX
INDEMNIFICATION; LIMITATION ON LIABILITY

- 9.1 Each director and officer of the organization shall be indemnified to the fullest extent now or hereafter permitted by law in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director or officer of the organization or is or was serving at the request of the organization as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Without limiting the generality of the foregoing, the organization shall indemnify each person within the scope of the foregoing to the extent to which it is given the power to do so by Section 8.56 of the Massachusetts Business Corporations Act of the Commonwealth of Massachusetts as in effect on the effective date of these Bylaws or as thereafter amended. To the extent permitted by applicable law, the organization shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the organization, or is or was serving at the request of the organization as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such whether or not the organization would have the power to indemnify him against such liability under applicable law.
- 9.2 A director of the organization shall not be personally liable to the organization or its members for monetary damages for breach of fiduciary duty as a director except for liability (i) for any breach of the director's duty of loyalty to the organization or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 8.56 of the Massachusetts Business Corporations Act of the Commonwealth of Massachusetts, as the same exists or hereafter may be amended, or (iv) for any transaction from which the director derived an improper personal benefit. If the Massachusetts Business Corporations Act hereafter amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the organization, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Massachusetts Business Corporations Act. Any repeal or modification of this Article IX by the members of the organization shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the organization existing at the time of such repeal or modification.

ARTICLE X
AMENDMENTS

- 10.1 Bylaw Amendments - 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 An amendment may be proposed in conformance with Section 4.1. The Board may correct section designations, punctuation, English usage, spelling and cross-references and may make other non-substantive technical changes.

End of Bylaws