

BYLAWS
OF THE
NATIONAL COUNCIL OF STRUCTURAL ENGINEERS
ASSOCIATIONS

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ARTICLE I

NAME, LOCATION, PURPOSE

SECTION A The name of this Association shall be the National Council of Structural Engineers Associations, hereinafter referred to as NCSEA.

SECTION B The official address of NCSEA shall be as determined by the Board of Directors.

SECTION C NCSEA is organized to advance the practice of structural engineering by representing and strengthening its Member Organizations through:

1. assisting in the development of organizational structure, bylaws, membership, committees, websites and seminars;
2. providing access to practicing structural engineering professionals in the development and adoption of technical provisions of the building codes and design and construction standards;
3. providing a forum for the development of nationally applicable standards of professional structural engineering practice;
4. disseminating, transferring and exchanging information among structural engineers on issues of professional structural engineering practice;
5. encouraging the improvement of structural engineering practice among its membership and the engineering community at large;
6. aiding in the education of individuals and institutions by clearly defining the role and function of the structural engineer in the design and construction process;
7. enhancing the stature, recognition and image of the structural engineering profession with the general public;
8. promoting the adoption of uniform professional structural engineering licensing (and certification, if approved by the Member Organizations); and
9. assisting the public in obtaining accurate and timely information on issues relating to the design, construction and performance of

structures, including communication during natural disasters such as hurricanes, tornadoes, and earthquakes.

SECTION D NCSEA shall be intended for non-profit purposes, and no part of its net earnings shall inure to any private individual, but shall be the sole property of NCSEA.

ARTICLE II

ORGANIZATION

SECTION A **Members:** Voting members of NCSEA shall be Member Organizations and Foreign Member Organizations, as defined in Article III, Section A, of these bylaws. Non-voting members shall be Sustaining Members, Affiliate Members, and Associate Members, as defined in Article III, Sections B, C, and D of these bylaws. Hereinafter the term "member" refers to all member classifications. All new members shall be approved and accepted by vote of the Board of Directors.

SECTION B **Board of Directors:** The governance of NCSEA shall be vested in the Board of Directors which shall have responsibility for general supervision of the affairs of NCSEA. Only licensed structural engineers, or licensed professional engineers practicing in the field of structural engineering, shall be eligible to serve as Officers or Directors of NCSEA. Officers and Directors shall be chosen, by annual elections, from individuals who are in good standing as members of NCSEA Member Organizations.

SECTION C **Delegates:** Each Member Organization shall name one individual as its Delegate and at least one individual as Alternate Delegate to represent it at all NCSEA meetings. Delegates shall be authorized by the Member Organization they represent to speak and vote on the Member Organization's behalf at meetings and on official ballots. The appointed Alternate Delegate may speak and vote on behalf of his/her Member Organization when the Delegate is not present. In the case of multiple Alternate Delegates, the Member Organization shall designate which Alternate Delegate may vote on behalf of the Member Organization.

SECTION D **Executive Director:** An Executive Director shall be employed by the Board of Directors to be responsible for the management of the administrative and financial functions of NCSEA and shall be responsible for those duties and responsibilities outlined in the Executive Director position description. The Executive Director shall provide assistance to all committees as required but may not vote on any matter before NCSEA.

ARTICLE III

MEMBERSHIP

SECTION A **Member Organizations:** Member Organizations shall consist of not-for-profit, professional associations organized for the primary purpose of representing practicing structural engineers and advancing the practice of structural engineering within a state or jurisdiction as recognized by the NCSEA Board of Directors. There shall be a maximum of one Member Organization representing each of the 55 U.S. jurisdictions. Member Organizations outside of the U.S. shall be allowed as Foreign Member Organizations. Foreign Member Organizations shall be listed in the membership roles as Member Organizations and shall have the same privileges of membership as Member Organizations within the U.S., except that NCSEA publications shall be made available to Foreign Member Organization members in electronic form rather than in print form.

SECTION B **Sustaining Members:** Sustaining Members are structural engineering firms, firms that employ structural engineers, or individual professional engineers practicing structural engineering. Sustaining Members may not vote or serve on the Board of Directors, unless the Sustaining Member is also a member of a Member Organization.

SECTION C **Affiliate Members:** Affiliate Members shall include all others who may be invited and approved for this status by the Board of Directors. Affiliate Members may not vote or serve on the Board of Directors.

SECTION D **Associate Members:** Associate Members shall consist of nationally recognized bodies that are associated with the practice of structural engineering, regardless of location and membership, who are invited and approved for this status by the Board of Directors. Associate Members may not vote or serve on the Board of Directors.

ARTICLE IV

BOARD OF DIRECTORS

SECTION A **Board of Directors:** The Board of Directors shall consist of the four (4) regularly elected Officers, together with the immediate Past President and

four (4) elected Directors. The President shall serve as Chairperson. The Board of Directors shall be policy-based, defined as a deliberating body which has fiduciary, legal and strategic responsibilities and shall focus on continuous strategic planning, determines desired outcomes, develops and approves policy imperatives to guide operations and ensures that NCSEA uses these policies to work toward meeting its mission.

SECTION B

Officers: Officers of the NCSEA Board of Directors shall consist of the President, Vice President (President-Elect), Secretary, and Treasurer.

Directors: Directors of the NCSEA Board of Directors shall consist of the Elected Directors (4) and the Past President.

SECTION C

Executive Committee: The Executive Committee shall consist of the Officers of the NCSEA Board of Directors and the immediate Past President. The Executive Committee may act, when immediate action is necessary, for the Board of Directors between regular Board meetings; and it will report, by teleconference, email, or at the next regular Board meeting, any such actions taken. The Executive Committee may also recommend Board action on matters it may choose.

SECTION D

Terms: The term of President and Vice President shall be one (1) year. The term of the Secretary and Treasurer shall be two (2) years, staggered by one year. The term of the elected Directors shall be two (2) years, staggered such that two of the four director positions are elected each year. The immediate Past President shall serve as a director for one year after the presidency. The Vice President (President-Elect) shall automatically ascend to the Presidency for the following yearly term. Terms shall coincide with the fiscal year and shall continue for the periods above mentioned or until their successors are duly selected.

SECTION E

Office Vacancy: In the event of a vacancy in the office of President, the Vice President (President-Elect) shall succeed to that office immediately. Vacancies in the office of Vice President, Secretary, Treasurer, and elected Directors shall be filled by the Board of Directors.

SECTION F

Nomination and Election: No later than September 1, the Vice President shall convene a Nominating Committee consisting of the immediate Past President, the Vice President, one (1) NCSEA Committee Chair appointed by the Vice President, and three (3) Delegates elected by the Delegates. The Vice President shall serve as Chairperson. The Nominating Committee shall nominate by majority vote one (1) or more candidates for each of the offices of Vice President, Secretary or Treasurer, and two Directors. The election of officers and directors shall take place at the annual meeting, provided that the slate of candidates is distributed to the Delegates not less than two (2) months in advance; or a vote by letter or electronic ballot shall begin not less than two (2) months and conclude

not less than two (2) weeks prior to the end of the fiscal year. Provisions shall be made on the ballot for write-in candidates.

The candidate receiving the highest number of votes for each office shall be declared elected. In case of a tie, the Board of Directors shall decide the matter by majority vote at its next meeting.

ARTICLE V

DUTIES AND POWERS OF THE BOARD OF DIRECTORS

- SECTION A **President:** The President, or another Officer designated by the President, shall preside at all meetings of the Board of Directors and at any general meetings of NCSEA.
- SECTION B **Vice President:** The Vice President shall fulfill the duties of the President in the President's absence.
- SECTION C **Secretary:** The Secretary shall be responsible for reviewing and editing minutes recorded by the Executive Director or the Executive Director's appointee, shall review all membership lists and take roll calls at meetings where Delegates are required to attend, and shall ensure that an annual corporate report has been filed with the appropriate state officials as required by the law.
- SECTION D **Treasurer:** The Treasurer shall be responsible for a quarterly review of all funds and financial records of NCSEA and shall ensure the results are reported to the Board of Directors. The Treasurer shall review the annual audit and ensure that all appropriate income tax reports have been filed in a timely fashion.
- SECTION E **Directors:** The Directors shall serve on the Board of Directors and perform all assigned duties.
- SECTION F **Past President:** The Past President shall serve on the Board of Directors and perform all assigned duties.
- SECTION G **Confidentiality:** Included in the duties of the Board of Directors is the duty to maintain confidentiality with respect to NCSEA records and information, including non-public documents, NCSEA works-in-progress, and staff wage and salary rates, none of which may be transmitted electronically or otherwise without express permission from the President and the Executive Director.
- SECTION H **Board and Staff Roles:** Board members shall focus on governance and shall be responsible for the strategic direction, mission and goals of the organization. Staff, under the direction of the Executive Director, shall

focus on management and shall be responsible for managing day-to-day operations within the context of the Board's direction.

SECTION I **Removal from the Board of Directors:** The incapacitation of any member of the NCSEA Board of Directors, or the non-performance of his/her duties, may be grounds for removal from the Board of Directors by a majority vote of the Board of Directors.

SECTION J **Executive Director:** The Executive Director shall, under the oversight of the Board of Directors, have charge of the property, books, accounts, and the offices of NCSEA, and shall be responsible for the management and administration of NCSEA.

ARTICLE VI

MEETINGS

SECTION A **Annual Meeting:** The annual meeting of NCSEA shall be established by the Board of Directors. A simple majority of the delegates shall be sufficient to constitute a quorum for the transaction of business.

SECTION B **Special or additional meetings:** Special or additional meetings may be scheduled by the Board of Directors. The Board of Directors shall give Member Organizations at least thirty (30) days notice of all annual or special meetings. The notice of all annual and special meetings must include a description of the business to be conducted.

SECTION C Any number of individuals from a Member Organization may attend any NCSEA meeting, but each Member Organization may cast only one vote on any issue. This vote should be cast by the Delegate. In the absence of the Delegate, the Alternate Delegate (or the designated Alternate Delegate in the case of multiple alternate delegates) may cast the vote. If the Delegate and the Alternate Delegate are not present, another individual may vote on behalf of the Member Organization if he or she possesses written authorization from the Delegate to do so.

SECTION D The order of business shall be that prescribed by the presiding officer.

SECTION E Meetings shall be conducted according to *Roberts Rules of Order, Newly Revised*, in all cases to which these rules are applicable and in which such rules are not inconsistent with the NCSEA Bylaws.

SECTION F **Board of Directors Meetings:** The Board of Directors shall meet or confer at least twice each year. A minimum of five (5) Board of Directors members shall constitute a quorum to conduct business of the Board of Directors; and a minimum of five (5) affirmative votes shall be required to take any action.

SECTION G Any action required to be taken at a meeting of the Board of Directors, or any action that may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all Directors, or if the consent of each Director shall be emailed to the NCSEA office, and be filed with the minutes of the meetings.

SECTION H Any Director who does not attend two consecutive meetings of the Board of Directors will be automatically removed from the Board of Directors as of the conclusion of such second meeting, unless retained by the majority vote of the Board of Directors before the conclusion of such second meeting.

ARTICLE VII

FUNDING AND FINANCES

SECTION A **Budget:** The Board of Directors shall adopt a budget annually.

SECTION B **Dues:** Annual dues will be assessed to members in all membership categories. Foreign Member Organization dues may be less than dues assessed to Member Organizations within the U.S., if the Foreign Member Organization benefits are less than those offered to the Member Organizations. Annual dues per member shall be determined by the NCSEA Board of Directors by a majority vote (minimum 5) of the Board of Directors.

SECTION C Any member organization whose dues are more than six (6) months in arrears may be suspended from membership in NCSEA. Reinstatement shall require an affirmative vote by a majority of the board of Directors.

SECTION D Beginning 2020, the fiscal year for NCSEA shall be April 1 through March 31.

ARTICLE VIII

COMMITTEES

- SECTION A The Board of Directors shall have the authority to create and terminate committees or change any of the committee members, at any time, for any cause.
- SECTION B Voting members of a committee shall be a member of a Member Organization, and shall serve with the approval of that organization. Sustaining Members may serve on a committee but may not vote on committee matters unless they are also a member of a Member Organization.
- SECTION C Corresponding Members is a category of committee membership that may be utilized by the chair of a committee, if the chair would like to invite nonvoting members to participate on his/her committee. The chair of the committee shall appoint its Corresponding Members, if any, and shall decide on when and how the Corresponding Members shall participate.

ARTICLE IX

AMENDMENTS

- SECTION A The Bylaws may be amended by the affirmative vote of two-thirds (2/3) of the delegates voting. For a vote to be valid, a minimum of seventy-five percent of the eligible delegates are required to vote.
- SECTION B A proposed amendment may be initiated by the Board of Directors, the Bylaws, Procedure and Policy Committee, or by petition of twenty percent of the Member Organizations. Proposed amendments shall be submitted in written form to the Board of Directors. Proposals shall include explanations of the changes and reasons they are being proposed. Amendment proposals shall then be sent as a letter ballot to the Member Organizations. Votes shall be returned within six weeks of the date of the ballot. If carried, the amendment shall take effect immediately.

ARTICLE X

POSITION STATEMENTS

SECTION A

A Position Statement may be proposed by the Board of Directors or by petition of twenty percent of the Member Organizations. Position Statements proposed by twenty percent of the Member Organizations shall be submitted in written form to the Board of Directors, shall include reasons the Position Statement is being proposed, and shall be voted upon by the Member Organizations. If the Position Statement shall be voted upon at an annual meeting, a description of the position and notice of the vote to be taken shall be given to each of the delegates, no less than sixty (60) days prior to the annual meeting. If the Position Statement shall be sent and voted upon as a letter/electronic ballot, those ballots shall be returned within six weeks of the date of the ballot to be valid.

SECTION B

A Position Statement may be approved by the affirmative vote, by roll-call ballot at an annual meeting or by letter/electronic ballot, of two-thirds (2/3) of the Delegates voting. For a roll call ballot to be valid, a quorum must be present. For a letter ballot to be valid, a minimum of seventy-five percent of the eligible delegates are required to vote.