

**BYLAWS**  
**OF THE**  
**NATIONAL COUNCIL OF STRUCTURAL ENGINEERS**  
**ASSOCIATIONS**

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**Adopted March 1993**

**Amended February 1995,  
September 1997, November 1997,  
December 2000, January 2003,  
October 2003, and December 2003**

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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           The Council is organized to enhance the public's right to safe, reliable and economical structures by advancing the practice of professional structural engineering through:
1.       coordinating the activities of its members engaged in issues affecting the practice of structural engineering throughout the nation;
  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.

#### SECTION D

This Council 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 the Council shall be Member Organizations and Foreign Member Organizations, as defined in Article III, Section A, of these bylaws. Non-voting members shall be Associate Members, Sustaining Members and Affiliate Members, as defined in 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. Applicants shall be considered for membership at the highest dues category for which they are eligible.
- SECTION B      **Officers:** The governance of NCSEA shall be vested in the Board of Directors which shall have responsibility for general supervision of the affairs of the Council. 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 Member Organizations.
- SECTION C      **Delegates:** Each Member Organization shall name one individual as its delegate and one individual as an alternate delegate to represent it at any NCSEA meeting. Delegates shall be authorized by the member they represent to speak and vote on the member's behalf at meetings and on official ballots.
- SECTION D      **Executive Director:** An Executive Director may be employed by the Board of Directors to be responsible for the management of the administrative functions of NCSEA. The Executive Director shall provide assistance to all committees as required but may not vote on any matter before the Council.

## 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

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 as Officers or 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 as Officers or 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 as Officers or on the Board of Directors.

## **ARTICLE IV**

### **OFFICERS AND BOARD OF DIRECTORS**

**SECTION A**                    Officers of NCSEA shall be:

1.     President
2.     Vice President (President-Elect)
3.     Secretary
4.     Treasurer

Directors of NCSEA shall be:

1.     Elected Directors (4)
2.     Past President

SECTION B

**Board of Directors:** The Board of Directors shall consist of the four (4) regularly elected Officers, together with the immediate Past President and two (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 focuses 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 vision and fulfilling its goals.

SECTION C

**Executive Committee:** The Executive Committee shall consist of the President, the immediate Past President, and the Vice 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 that it has 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 with two director positions 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 begin at the close of the annual meeting 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 June 1, the President shall appoint a Nominating Committee consisting of the immediate Past President, the Vice President, and three (3) delegates. The Past President shall serve as Chairperson. The Nominating Committee shall nominate one (1) or more qualified candidates with their approval for the offices of Vice President, Secretary, Treasurer, and Director, when necessary, for the ensuing year. A vote by letter ballot shall occur not less than two (2) months prior to the annual meeting. 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 current Board of Directors shall decide.

SECTION G Directors of NCSEA may or may not be the official delegates for their Member Organizations at NCSEA meetings. If a Director is not the official delegate for his or her organization, then the Director cannot cast the Member Organization's vote.

## ARTICLE V

### DUTIES AND POWERS OF OFFICERS

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 record minutes of all meetings of NCSEA and the Board of Directors and shall maintain the membership lists. The Secretary shall file an annual corporate report with the appropriate state official as required by the law.

SECTION D **Treasurer:** The Treasurer shall be responsible for a yearly audit of all funds and financial records of the NCSEA and shall report the results to the Board of Directors and shall make disbursements under the direction of the Board of Directors. The Treasurer shall have appropriate income tax reports filed in a timely fashion.

SECTION E **Directors:** The Directors shall serve on the Board of Directors and perform such duties as assigned by the President.

SECTION F **Past President:** The Past President shall serve on the Board of Directors and perform such duties as assigned by the President.

SECTION G **Removal from Office:** The incapacitation of any Officer or Director of the Council, or neglect in the performance of the duties of the office, may be grounds for removal from the office by the Board of Directors.

SECTION H **Executive Director:** The Executive Director shall, under the oversight of the Executive Committee and the Board of Directors, have charge of the property, books, accounts, and the quarters 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.
- 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.
- 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. Annual dues per member shall be determined by the NCSEA Board of Directors by a majority vote of the quorum present at a regularly scheduled meeting.
- 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 2005, the fiscal year for NCSEA shall be the calendar year.

## **ARTICLE VIII**

### **COMMITTEES**

- SECTION A      The Board of Directors shall have the authority to select committees or change the personnel of any committee 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.

## **ARTICLE IX**

### **AMENDMENTS**

- SECTION A      The Bylaws may be amended by the affirmative vote, by letter-ballot, of two-thirds (2/3) of the delegates voting. For a ballot 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 posited 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 at an annual meeting or sent as a letter-ballot to 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-ballot, letter-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-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.