

Bylaws of The Structural Engineers Association of Michigan

Article I - Membership

- Section 1. Charter Members shall be those who originally developed and adopted the Constitution and Bylaws.
- Section 2. A. An application for admission to the Association in the grades of Member, Faculty, Associate, Affiliate or Student member shall be made in a form prescribed by the Board of Directors and shall bear the endorsement of one Member as to professional and ethical standing.
- If the applicant is not known to a Member of the Association, the reference may be made to a member of a professional society of good standing, or another person whose good standing may be readily verified.
- B. A Member shall become eligible for Senior Status upon retirement from full-time employment. Annual member dues shall be waived. Application for Senior Status may be made personally by any member who meets the eligibility requirements or upon recommendation by the member's chapter.
- Section 3. A. Any member may be censured, disciplined or expelled, from membership upon a two-thirds (2/3) vote of the Board of Directors; if the member has violated the basis of his or her membership.
- B. A copy of the decision shall be sent to the defendant by certified mail and include a statement of his right to appeal.
- C. The defendant may file notice of appeal to the Board within thirty (30) days of the date of the receipt of the certified letter.
- D. No publication shall be made of the case until final action of the Board.

Article II - Fees and Dues

- Section 1. There shall be no application fee for admission to membership in the Structural Engineering Association of Michigan either on the State or Chapter level for any grade of member.
- Section 2. Association dues for Members, Faculty, Associate, Affiliate and Student grades shall be prescribed by the Board of Directors.
- Section 3. Members admitted to membership for the first time and paying full dues shall receive services as follows:
- Members admitted between:
- January 1 through August 31 - Shall pay 100 percent dues and receive services for the remainder of the current calendar year.
- September 1 through December 31 - Shall pay 100 percent dues and receive services for the remainder of the current calendar year and the entire following year.

- Section 4. A. Chapter dues shall be determined by the Chapter.
B. Student Chapter dues shall be determined by the Student Chapter.
- Section 5. State annual dues are due January 1.
- Section 6. A. The Board may grant waiver of the Association dues upon receipt of written request from a member who is not able to function as a structural engineer due to disability.
B. Dues may also be waived for a period of one year in hardship circumstances, including unemployment upon receipt of written request from the member.
C. The applicant requesting a waiver shall have been a member in good standing for 5 years of continuous membership for waiver of one-half dues, and 10 years of continuous membership for waiver of full dues.
- Section 7. A member failing to remit dues by May 1 of the current year shall be dropped from the rolls of the Association.
- Section 8. A. An application for membership shall be accompanied by annual dues.
B. Applications for the grade of Student member shall be accompanied by annual dues.
C. A member dropped from the rolls of the Association for nonpayment of dues may be considered for reinstatement upon reapplication and approval.
- Section 9. A. To be reinstated, a former member who has been dropped shall pay current dues. A former member who is dropped may be reinstated only once by the Chapter, unless otherwise authorized by the Board.
B. A former member who resigned in good standing may be reinstated only once by the Chapter, by payment of current dues unless otherwise authorized by the Board. Reinstatement shall be made on a regular application for membership form, marked to indicate reinstatement and processed under the same procedure as a new member.
- Section 10. Upon completion of his registration as a Professional Engineer, an Associate member shall automatically advance to the grade of Member. Full Member dues shall become due and payable January 1 following his notification of licensure.
- Section 11. The fiscal year of the Association shall be January 1 to December 31 inclusive.

Article III - Duties of Board of Directors and Officers

- Section 1. A. The President shall have general supervision of the affairs of the Association under direction of the Board and shall preside at all meetings of the Association and the Board. The President shall be an ex-officio member of all committees.
B. The President shall organize all committee activities into appropriate areas of Association interest and assign a Chairman to be responsible for each committee. A Board Member may be assigned as a liaison.

- C. The President, with the assistance of the Board shall develop a Long Range Plan for the Association in keeping with the mission of the Association. The Long Range Plan shall be up-dated on a yearly basis.
 - D. The President, with the assistance of the Board shall annually develop Association goals, and implementation of strategies. These goals shall be consistent with the Constitution of the Association and the Association Long Range Plan.
- Section 2.
- A. The President-Elect shall have such assignments as may be made by the President.
 - B. In the event the President becomes unable to serve, succession will be by the President-Elect.
 - C. In the absence of the President, the presiding officer at the meeting of the Association of the Board shall be the President-Elect, if present; followed by the Vice President.
- Section 3
- A. The Vice President shall direct his duties with responsibility to the Executive Committee for policy and activities and coordinate the work of his area with all other areas or units of the Association.
- Section 4.
- A. The Secretary shall keep an accurate record of the proceedings of the Association and the Board and shall inform the President and the Board from time to time of duties to be performed at stated times or intervals.
 - B. The Secretary shall issue all calls, notices, renewals, etc., as instructed by the Board and/or the President and shall conduct the correspondence of the Association and have custody of all books, papers and records.
 - C. The Secretary shall submit a complete report of the year's business of the Association at each annual meeting which shall be audited as directed by the Board and shall also present interim reports for all regular meetings of the Board.
 - D. The Secretary shall maintain a complete record of past members of the Board and Nominating Committees for the purpose of establishing eligibility for appointment or election.
- Section 5.
- A. The Treasurer shall have custody of all funds of the Association and shall maintain a set of books showing receipts and disbursements of the Association and the account of each member.
 - B. The Treasurer shall be an ex officio member of the Membership Committee.
 - C. The Treasurer shall deposit all funds that are received, and shall pay out monies of the Association as authorized by approved vouchers as directed by the Executive Committee.
 - D. The Treasurer shall submit a complete report of the year's financial affairs of the Association at each annual meeting, which shall be audited as directed by the Board and shall present interim reports at all regular meetings of the Board.
- Section 6.
- The duties of the Directors shall be as assigned by the President.

- Section 7 . In the event of any officer's demise or inability to carry out the duties of his office, a replacement shall be nominated by the Executive Committee and shall be elected by the Board to fill the unexpired term.
- Section 8 A. The Board of Directors shall meet at least three times per year at periods separated by at least 30 days upon the call of the President, provided notice of such meeting is communicated to all members of the Board at least ten days prior to the date of the meeting.
- B. A special meeting of the Board of Directors may be called by any three members of the Board of Directors acting in concert and communicating to the members of the Board of Directors, no less than five days prior to the meeting, notice of such meeting and the specific items to be discussed.
- Section 9. Except as otherwise noted, all resolutions and actions of the Board of Directors shall be by majority vote, provided a quorum is present.
- Section 10. A quorum shall be a majority of the Board of Directors, present.
- Section 11. A. The Board of Directors has the power to overrule the President.
- B. Any decision of the Board of Directors may be reversed upon vote of at least two-thirds of the members of the Association voting in person or by proxy at a regular or special meeting of the Association.

Article IV - Meetings of the Association

- Section 1. The administrative year of the Association shall be June 1 to May 3, inclusive.
- Section 2. The Annual Meeting shall be held approximately the 1st week of May in varying geographical locations within the State of Michigan.
- A. Special meetings of the Association may be called by the President or the duly authorized representative of any 20% of members upon no less than 30 days written notice to all members, which notice shall state the items to be discussed at such meeting.
- B. Location and time of meetings of the Association shall be at the discretion of the Board of Directors.
- C. Except in cases as otherwise prescribed by these By-laws, a notice of meeting of the Association shall be sent to all members at least 30 days prior to such meeting.
- Section 3. Members present at a duly notified meeting shall constitute a quorum.
- Section 4. A. Each member shall be entitled to cast one vote for each item to be voted upon.
- B. A member shall have the authority to issue a written letter of proxy to any other member authorizing the member so designated to cast votes for the member unable to attend.

Article V - Committees

- Section 1. An Executive Committee is hereby established in accordance with Article V Section 10 of the Constitution.
- .Section 2 A The Board of Directors shall develop procedural guidelines for committees which may be revised from time to time and include matters such as frequency of meetings, reports, budgets, and other items deemed relevant.
- B. Standing committees shall be those which shall function continually from year to year. Unless specified otherwise in these By-laws, the President shall choose the chair and members of all standing committees, subject to the ratification of the Board of Directors if it so chooses. Standing committees shall include, but shall not be limited to:
1. The Nominating Committee shall execute its duties per the Constitution.
 2. The Membership Committee shall concern itself at least with development of membership in the Association and, upon direction of the Board of Directors, review and approve applications for membership.
 - a) The Membership Committee shall annually invoice the Association Members for their annual dues.
 - b) The Membership Committee shall keep and maintain an accurate record of Association Members, their applications and any relevant correspondence.
 - c) The Membership Committee shall, before the appointment of the Nominating Committee in each year, prepare for the Board a list of eligible members with their classification of engineering employment and address. The Nominating Committee shall be appointed from this list. The Membership Committee shall also provide the Nominating Committee with a similar list of members and the names of those not eligible for re-election.
- C. Special committees shall be those created by the President to deal with specific assignments deemed pertinent to the Association. Unless otherwise instructed, such committees shall be dissolved by the President upon completion of the task assigned. (Eg. Program, Publication, Technical, and Business Practices Committees).
- Section 3. Meetings of committees shall be at the call of their respective chairs.
- Section 4. The chair of a committee is empowered to appoint a recording secretary of the committee who shall be responsible for recording, transcription, and distribution of committee meeting minutes to the chair and members of the committee and others designated by the President, Board of Directors, or committee chair.
- Section 5. No committee chair or member shall have the authority to make any commitment on behalf of the Association unless specifically so authorized by the President or Board of Directors.
- Section 6. The President or Board of Directors may at any time remove from office any committee chair or member.
- Section 7. The President and/or the President's appointed representative shall be an ex officio member of all committees, unless otherwise designated as a regular member or chair.

Article VI - Chapters

- Section 1. A Chapter of the Association may be chartered in any area of the State where the membership exceeds ten (10).
- Section 2. A. A Chapter shall formulate Bylaws for its conduct which shall conform with the Bylaws of the Association and with the general policy of the Association.
- B. All Chapter Constitutions and Bylaws and all revisions thereto shall be submitted to the State Constitution and Bylaws Committee for review and subsequent approval by the State Board at least once every three years.
- Section 3. The members of each Chapter should annually nominate and elect, in accordance with a procedure established in the Chapter Constitution and Bylaws, as a minimum: a President, a President-Elect, one Vice President, a Secretary/Treasurer. Additional officers may be nominated and elected as required and a Secretary and a Treasurer may be nominated and elected rather than a Secretary/Treasurer at the option of the Chapter. Election of officers shall be prior to the annual meeting of the state Association.
- Section 4. The business of a Chapter shall be conducted by a Board which shall consist of the President and such other officers as members of the Chapter may nominate and elect.
- Section 5. A. The Chapter officers shall annually appoint the membership of the following standing committees:
1. Legislative and Government Affairs.
 2. Ethical Practices.
- Other standing committees may be named as needed.
- B. Only Members shall be appointed as chairperson of standing committees.
- Section 6. Approval of the State Board shall be obtained by any Chapter proposing to undertake any activity not relating to matters of exclusively local interest.
- Section 7. Necessary expenses incurred in connection with program meetings and activities within the scope and policy approved by the Chapter Board shall be paid from that portion of the dues returned to the Chapter. To be payable from the general funds of the Association, any other expenses must be first authorized by the State Board.
- Section 8. Any expense of the Chapter beyond the accumulated funds in the Chapter Treasury may be approved by the Chapter Board, and met by local assessment, subscriptions, or dues.
- Section 9. Should the membership of a Chapter fall below ten, or the average attendance at meetings not warrant maintaining the organization, the State Board may revoke the Chapter Charter.

Article VII - Student Chapters

- Section 1. A Student Chapter may be chartered by the Board at any ABET accredited Engineering College or University in the State of Michigan.

- Section 2. A Student Chapter shall formulate Bylaws for its conduct, which shall conform with the Constitution, Bylaws and the general policy of the Association.
- All Student Chapter Bylaws and all revisions thereto, shall be submitted for review and approval by the State Board.
- Section 3. The Student members of each Student Chapter shall annually nominate and elect, at least a President, one Vice President and a Secretary/Treasurer in accordance with a procedure established in the Student Chapter Bylaws. Additional officers may be nominated and elected as required, and a Secretary-Treasurer, may be nominated and elected at the option of the Student Chapter.
- Section 4. The business of a Student Chapter shall be conducted by an Executive Committee consisting of the President and such other officers and Student members as the Student Chapter may nominate and elect.
- Section 5. The Student Chapter officers shall annually appoint from the Student Chapter membership, a membership committee to develop applications for membership and to recommend them for approval by the Student Chapter Executive Committee.
- Section 6. Approval by the State Board shall be obtained by any Student Chapter for undertaking an activity not relating to matters of exclusively local interest.
- Section 7. All expenses of the Student Chapter shall be met by their own funds unless otherwise specifically authorized by the State Board.
- Section 8. Faculty advisors to each Student Chapter shall be provided by the sponsoring education institution, and a liaison representative shall be assigned by the State Board of the Association, if practical.
- Section 9. Should the membership of a Student Chapter fall below ten (10), or the average attendance at meetings not warrant maintaining the organization, the State Board may revoke the Student Chapter charter.

Article VIII - Revisions

- Section 1. The renumbering of articles and sections which is required by additions, deletions, or rearrangements of these Bylaws is hereby authorized by the Board.

Article IX - Indemnification

- Section 1. Any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding whether civil, criminal, administrative, or investigative, by reason of the fact that such person is or was a Director, Officer, Director-at-Large, employee, or agent of the Association or by reason of the fact that such person is or was serving on a committee operating under the auspices of the Association shall be indemnified by the Association against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interests of the Association.

Article X - Order of Business

- Section 1. The order of business for the annual meeting shall be:
1. Roll Call of Officers.
 2. Reading of minutes of the previous annual meeting and action thereon.
 3. Reading of Communications.
 4. Reports of Officers.
 5. Report of Committees.
 6. Unfinished Business.
 7. Report of Tellers.
 8. New Business.
 9. Adjournment.
- Section 2. Installation of newly elected officers, directors, and national representatives is to be conducted at the annual banquet.
- Section 3. The order of business for general and Board meetings shall be:
1. Roll Call of Officers and Directors.
 2. Reading of minutes of the previous meeting and action thereon.
 3. Reading of Communications.
 4. Reports of Officers.
 5. Reports of Committees.
 6. Unfinished Business.
 7. New Business.
 8. Adjournment.
- Section 4. The order of business for special meetings shall be set forth in the notices of the meetings.
- Section 5. The order of business of committee meetings shall be determined by the Chairperson.
- Section 6. The rules in Robert's Rules of Order, Revised shall govern the Association in all cases to which they are applicable, and in which they are not inconsistent with the Bylaws or Special Rules of Order of this Association. A Parliamentarian may be appointed by the President.

These Bylaws were adopted by the Charter Members at the meeting on July 17, 1997.
These Bylaws were revised by the Board of Directors at the meeting on April 23, 1999.