



# Constitution of The Structural Engineers Association of Michigan

## **Preamble**

Recognizing that service to State and to Profession is the premise upon which individual opportunity must be built, the Structural Engineers Association of Michigan (SEAMi) does hereby dedicate itself to the promotion and protection of the profession of Structural Engineering as a social and economic influence vital to the affairs of the community of man.

## **Article I - Name**

- Section 1. The name of the Association shall be the "Structural Engineers Association of Michigan" hereinafter called the Association.
- Section 2. This Association shall be incorporated as a non-profit organization under the laws of the State of Michigan.
- Section 3. This Association shall be a Member State Association of the NCSEA, and hereby accepts the provisions of the ByLaws of the said National Association.

## **Article II - Objectives**

- Section 1. The objectives of the Association shall be to provide a forum for structural engineers to exchange ideas and experiences, to provide guidance towards the development of professional standards and design guidelines, to provide a resource for technical matters concerning codes and specifications, and to develop a unified voice for all structural engineers in matters of minimum design requirements and safety for the general public.

## **Article III - Membership**

- Section 1. An individual meeting the requirements set forth in Section 2 of this Article may apply for membership in the Association under the applicable grade of membership.
- Section 2. A. Member - A Member shall be defined as an individual holding a valid license or certificate of registration as a Professional Engineer, practicing structural engineering, issued under the laws of any state, territory, possession or district of

the United States, or a province, or territory of Canada or a retired engineer who obtained and retained the Member grade while in active practice in the profession until retirement.

The capitalized word Member, when used in this Constitution and By-laws, shall refer to this grade of membership.

B. Faculty member – A Faculty member shall be defined as an individual of high moral character who is:

(1) a full-time Faculty Member of a recognized engineering college or university

(2) The capitalized word Faculty, when used in this Constitution and By-laws, shall refer to this grade of membership.

C. Associate member - An Associate member shall be defined as an individual of high moral character who is:

(1) A graduate engineer actively pursuing a structural engineering career or engaged in post-graduate engineering study. A graduate engineer is one who has graduated from an engineering curriculum approved by the state registration board, or

(2) An Associate member shall advance to the Member grade as soon as eligible by registration.

(3) The capitalized word Associate, when used in this Constitution and By-laws, shall refer to this grade of membership.

(4) For a graduate of engineering curriculum in a foreign country, Associate member status may be granted upon determination that the applicant possesses educational background equivalent to that attained from an engineering curriculum approved by the state registration board.

D. Affiliate Member - An Affiliate Member shall be defined as an individual outside the structural engineering profession who is of high moral character, and works in related fields with common interests.

The capitalized word Affiliate, when used in this Constitution and By-laws, shall refer to this grade of membership.

E. Student Member - An individual enrolled in college curriculum leading toward a structural engineering degree may apply for the grade of Student member.

The capitalized word Student, when used in this Constitution and By-laws, shall refer to this grade of membership.

Section 3. The grades of membership listed in Section 1 and 2 of this Article, other than Student member, shall be granted only after a majority vote of a State Board of Directors.

Section 4. The State Board of Directors may grant membership to the following grades: Life, Honorary, Fellow and Senior in accordance with the provisions set forth in the By-laws.

- Section 5.
  - A. Only Members shall be eligible to be on the State Board of Directors.
  - B. Only members in good standing, as defined in the By-laws, shall be eligible to participate in the activities of the Association.
  - C. Only Members shall have voting privileges in the Association.
  - D. Only Members shall vote on Constitutional changes.
- Section 6.
  - A. Should the registration of any Member as a Professional Engineer lapse or be revoked for any reason, said person shall automatically be reclassified to Associate member of the Association.
  - B. Any member may be expelled for cause as provided for in the By-laws.
- Section 7.
  - A. Ethics - The Association will be governed by the Fundamental Principles of Professional Engineering Ethics which have been adopted by the Engineers' Council for Professional Development. These Principles are:
    - 1. "The Engineer, to uphold and advance the honor and dignity of the engineering profession and in keeping with high standards of ethical conduct:
      - \* Will be honest and impartial, and will serve the devotion to his employer, his clients, and the public;
      - \* Will strive to increase the competence and prestige of the engineering profession;
      - \* Will use his knowledge and skill for the advancement of human welfare."
- Section 8.
  - A. Acceptance of Constitution and By-laws - It is understood that by applying for and being granted membership in the Association, a Member, Faculty, Associate, Affiliate, or Student member accepts all provisions of the Constitution and By-laws and waives any and all legal recourse against the Association, its officers, directors, members, and staff for actions resulting from application of such provisions.

#### **Article IV - Dues**

- Section 1. The dues of the Association shall be determined by the State Board of Directors and shall be as prescribed in the By-laws.
- Section 2. The fiscal year of the Association shall be as indicated in the By-laws.

#### **Article V – State Board of Directors and Officers**

##### Section 1. Duties

- A. The duties of the State Board shall be to establish policy, manage the business and affairs, direct the activities of the Association, and shall exercise all powers of the Association not expressly reserved to the members.
- B. The duties of the members of the State Board shall be as prescribed in the By-laws.

##### Section 2. Composition of the State Board of Directors.

- A. The State Board of Directors shall comprise a minimum of seven Directors. Five of the Directors shall also be designated as Officers.
- B. Officers - The Officers of the Association shall be President, President-Elect, Vice President, Secretary, and Treasurer.
- C. Chapter Representation. Each Chapter shall select for each 100 Chapter members or fraction thereof, one Member to the State Board for a term of one year, with the provision that no Chapter shall be permitted more than three (3) such Directors; and the Director should be a Chapter Officer. Eligibility for Chapter representation on the State Board shall be based on the membership count June 1, and shall be effective for the following administrative year. The count and notification shall be made by the State Secretary.
- D. Directors-at-large may be nominated and elected to serve on the State Board of Directors.

Section 3. Eligibility.

- A. Any Member shall be eligible to serve as a Director, provided
  - (s)he is a Member in good standing
  - (s)he is a Registered Engineer in the State of Michigan
  - (s)he practices Structural Engineering in the State of Michigan
- B. The President-Elect shall have had at least one year of service on the State Board of Directors sometime prior to assuming the position of President-Elect.
- C. The President and President-Elect shall be ineligible for election to two successive terms to the same office.

Section 4. Association Executive.

The State Board may appoint an Association Executive who will serve until released by action of the State Board. The duties of the Association Executive shall be as prescribed in the By-laws.

Section 5. Bonds.

The Secretary, the Treasurer, and the Association Executive shall each be bonded at the expense of the Association of such amounts as may be required by the State Board.

Section 6. Emoluments.

No member of the State Board shall receive a salary or compensation except for expenses incurred on behalf of the Association as approved by the State Board. Salary and expense of the Association Executive and salaries, fees, and expenses or other persons serving the Association shall be allowed at the discretion of the State Board. The State Board shall direct the investment and care of funds.

Section 7. Term of Office.

The President-Elect shall assume the office of President at the conclusion of his one year term as President-Elect. The newly elected members of the State Board

shall assume their duties at the start of the next administrative year and shall hold office until their respective successors shall assume their duties.

Section 8. Relinquishment of Position.

A. Resignation

Any Director may resign a directorship by forwarding written notice of such resignation to the President or Secretary.

B. Removal

Any directorship shall be declared vacant when the person holding such directorship for any reason does not or cannot perform assigned duties. Such declaration of vacancy shall be made and approved by a two-thirds majority vote of the remaining Directors present and voting at a regular or special meeting, or by a two-thirds majority vote of Association members present or voting by proxy at a regular or special meeting, except that such declaration shall be automatic in the case of death.

Section 9. Vacancies.

- A. A vacancy in any directorship shall be filled in the manner hereinafter defined if the State Board feels that such vacancy will be detrimental to its functioning. If for reasons of time remaining before annual elections, or for any other reason the State Board feels it unnecessary to fill a vacated directorship, the duties associated with the vacated directorship shall be reassigned by the State Board to one or more of the remaining Directors.

B. Filling a Vacated Directorship

A vacated Directorship shall be filled by an eligible representative appointed by the Board of Directors, providing such appointee is approved by affirmative vote of at least two-thirds of the remaining Directors, except the President-Elect shall automatically assume the vacated office of the President, and the office of the President-Elect shall remain vacant until a successor to that office is elected at the next Annual Meeting. The President-Elect who succeeds to the office of President mid-term due to a vacancy shall continue to serve as President for the balance of the Association year during which the vacancy occurred and for the following Association year.

Section 10. Executive Committee.

The State Board of Directors may organize per the Bylaws for an Executive Committee consisting of the President, the President-Elect, the Vice-President, the Secretary, and the Treasurer. The Executive Committee shall administer the affairs of the Association in accordance with the policies established by the State Board.

**Article VI - Nominations and Elections**

- Section 1. A. As their first order of business, the Board of Directors shall appoint a Nominating Committee.
- B. The Nominating Committee shall consist of three (3) members who shall not be eligible for nomination by the said committee. One of the members shall be the Past President who shall act as chairman; but in his absence to serve, the Board shall appoint a chairman.
- C. No member of the Committee shall be eligible to serve again for the ensuing two years.
- Section 2. A. The Board shall endeavor to maintain among the members of the Nominating Committee a balance between the various staff sizes, employment, and geographical section of the State.

- B. Names of eligible members shall be provided to the Nominating Committee by the Membership Committee
  - C. The President-Elect shall automatically succeed to the position of President.
  - D. The Nominating Committee shall endeavor to maintain among the proposed nominees a balance between the various staff sizes, employment, and geographical section of the State.
  - E. The Nominating Committee shall submit to the Board of Directors, no later than February 1<sup>st</sup>, one or more names for each elective office whose term of office is due to expire at the end of the current administrative year, and other elective offices to be filled for the ensuing administrative year as directed by the Board.
- Section 3
- A. Upon acceptance of the Nominating Committee report by the Board, the Board shall assure itself that, if nominated and elected, each individual will agree to serve.
  - B. The Association membership shall be notified of nominees by newsletter or letter by February 15
- Section 4
- A. Additional nominees for any office may be submitted by the membership. Such nominations may be made by petition of 25 members in good standing filed with the Secretary prior to March 15.
- Section 5.
- A. A ballot bearing the names of all nominees, with the method of nomination indicated, and providing the space for voters to write in the name of any other choice for the respective offices, shall be mailed by the Secretary to all members by March 25.
  - B. Only ballots returned to the Secretary and postmarked prior to April 15th shall be canvassed. Unopened ballots shall be delivered to three tellers appointed by the Nominating Committee.
  - C. The nominee for each office receiving the majority of votes of the membership voting shall be declared elected.
  - D. The names of the elected Officers shall be transmitted to the Secretary for presentation at the next appropriate Board meeting. The newly elected Officers shall be so notified by the Secretary. The Association membership shall be notified.

**Article VII - Headquarters**

- Section 1. Headquarters of this Association shall be determined by the State Board.

**Article VIII - Meetings**

- Section 1. An Annual meeting shall be held at a time and place to be determined by the State Board. Such other meetings of the Association may be held as may be determined by the State Board.

**Article IX - Committees**

- Section 1. A Nominating Committee, a Membership Committee, and other standing committees shall be appointed by the President with the approval of the State Board. Special committees may be voted by the membership at any meeting or may be appointed by the President with approval of the State Board. The Chairperson shall be named by the President at the time of appointment of each committee.
- Section 2. The scope and duties of standing or special committees shall be defined at the time of appointment, or covered by the By-laws.

## **Article X - Chapters**

- Section 1. On petition of ten or more Members or prospective Members with application on file, the State Board may authorize and charter Chapters in any section of the State.
- Section 2. The State Board shall make rules and regulations as to the chartering and terminating of Chapters.
- Section 3. Each Chapter chartered by the Association shall adopt such Constitution and By-laws for its operation as it may deem proper; provided, however, that nothing contained therein shall conflict with the Constitution and By-laws of the Association.
- Section 4. Chapters shall only engage in such activities as are consistent with professional ethics and ideals. Activities of State or National character shall be administered exclusively through the Association except on specific authorization of the State Board.
- Section 5. Chapter elections shall be held prior to the Annual meeting of the State Association.
- Section 6. In all matters of local concern, not covered by this Constitution and By-laws, Chapters shall retain full autonomy, but may call upon the Association for advice, counsel and assistance.

## **Article XI - Student Chapters**

- Section 1. On petition by a Student Group pursuing a course of study leading to an engineering degree with structural emphasis, with approval of the appropriate authority of the educational institution, the State Board may authorize and charter Student Chapters in any section of the State.
- Section 2. The State Board shall make rules and regulations as to the chartering and terminating of Student Chapters.
- Section 3. Each Student Chapter chartered by the Association shall adopt such Constitution and Bylaws for its operation as it may deem proper; provided, however, that nothing contained therein shall conflict with the Constitution and Bylaws of the Association.
- Section 4. Student Chapters shall only engage in such activities as are considered consistent with professional ethics and ideals. Activities of State or National character shall

be administered exclusively through the Association except on specific authorization of the State Board.

- Section 5. In all matters of local concern, not covered by this Constitution and Bylaws, Student Chapters shall retain full autonomy, but may call upon the Association for advice, counsel and assistance except on specific authorization of the State Board.

## **Article XII - Amendments**

- Section 1. Amendments to this Constitution may be proposed by a majority of the State Board, or by a petition signed by not less than fifteen percent of the Association members in good standing. Amendments submitted by petition shall be reviewed by the State Board before being submitted to the Secretary for ballot. The findings of this review shall be transmitted to the petitioners. If the number of signatures on the petition falls below the required fifteen percent through withdrawal of names by request of petitioners, the proposed amendment shall not be circulated for ballot.

- Section 2. Proposed amendments to the Constitution, together with a ballot, shall be mailed by the Secretary to each Member in good standing. The return ballots shall be delivered to the Secretary, who shall turn the unopened ballots to a teller's committee appointed by the State Board for canvass of ballots. This committee will report tabulated results to the State Board at its next regular meeting. Only ballots returned to the Secretary postmarked prior to the return date specified on the ballot or thirty days time shall be canvassed.

- Section 3. An amendment shall become effective only:
- A. Upon the affirmative vote of two-thirds of the votes cast by qualified Members, provided that not less than twenty percent of the qualified Members cast ballots, or
  - B. In the event that the total vote of the total Members eligible to vote is less than twenty percent and if two-thirds or more of the Members voting shall declare themselves in favor of the proposed amendment(s), the same shall be voted on by the State Board of Directors at the next scheduled State Board meeting following execution of the ballot. If two-thirds or more of the Board declare themselves in favor of the proposed amendment(s), the same shall become part of this Constitution.

## **Article XIII - Bylaws**

- Section 1. The Bylaws, which shall govern the procedure of the State Board and that of the committees, may be amended by an affirmative vote of not less than two-thirds of all members of the State Board present, and also provided that the text of a proposed amendment shall be furnished to each member of the State Board at least ten days before the meeting at which a vote on the same will be taken.

## **Article XIV - Effective Dates**

- Section 1. This Constitution shall become effective on adoption by the Charter Members of the Association.
- Section 2. Any amendment adopted according to the procedure herein specified shall become effective on the date it is approved.
- Section 3. The adoption date and date of all amendments of this Constitution shall be indicated hereon and become a part of this Constitution. This original and all subsequent issues of this Constitution shall be preserved in the permanent files of both the President and Secretary.

This Constitution was adopted by the Charter Members at the meeting on July 17, 1997 and revisions were approved by the Members on xxxxxx xx, 1999.