

**BYLAWS OF THE
STRUCTURAL ENGINEERS
ASSOCIATION
OF
SOUTHERN CALIFORNIA**

A Non-Profit California Corporation

*Also posted to www.seaosc.org
http://www.seaosc.org/about_bylaws.cfm*

*April 14, 1930
Amended June 1995
Amended June 1996
Amended June 1997
Amended June 1998
Amended June 2000
Amended April 2023
Amended April 2024*

FOREWORD

The Structural Engineers Association of Southern California was first conceived in 1927 by a small group of Southern California engineers engaged in the private practice of structural engineering. The purpose of the group was to promote the welfare of the structural engineer and to provide for the discussion of common problems: ethical, technical, and economic. The present Association was founded in 1929 with that group as a nucleus, and had a total of twelve charter members. It is believed that this was the first organization by and for structural engineers in the United States.

Shortly after its formation, the Association expanded both its purpose and its scope of membership. Each year since has seen a substantial increase in membership and an increased activity of program and of service, both to its members and to the public.

The Structural Engineers Association of Southern California (SEAOSC) is now a member organization of the Structural Engineers Association of California (SEAOC). The other member organizations of the State Association are the Structural Engineers Association of Northern California (SEAONC), the Structural Engineers Association of Central California (SEAOCC) and the Structural Engineers Association of San Diego (SEAOSD). The individual members of each regional association are automatically members of the State Association.

The Bylaws provide the rules under which the Structural Engineers Association of Southern California functions.

CHARTER MEMBERS

R. McC. Beanfield	Mark Falk
Oliver G. Bowen	Paul E. Jeffers
Wendell Butts	R.R. Martel
Ralph A. DeLine	William Mellema
Clarence J. Derrick	Clarence E. Noerenber
Murray Erick	Blaine Noice

BYLAWS OF THE STRUCTURAL ENGINEERS ASSOCIATION OF SOUTHERN CALIFORNIA

A Non-Profit California Corporation

ARTICLE I

Statement of Purpose

This Association is established for the following purposes:

Section 1. To advance the science of structural engineering; to assist the public in obtaining dependable structural engineering services; to encourage engineering education; to maintain the honor and dignity of the profession; to enlighten the public regarding the province of the structural engineer; to advance proper legislation and to oppose improper legislation affecting structural engineering practice; to cooperate with other professional organizations; to cultivate social contacts within its membership and by closer association and a better mutual understanding to discourage unethical and detrimental practice.

Section 2. To afford the public a reasonable assurance of the ability and integrity of its Membership through the provision of high quality educational content and enforcing adherence to ethical canons.

Section 3. To secure uniformity of action among the individuals forming this Association upon the general principles herein set forth, and upon such policies as may be decided upon from time to time for the good of the profession.

ARTICLE II

Membership

Membership in the Association shall consist of the following grades:

Member SE, Member, Associate Member, Affiliate Member, Industry Member, Student Member, Corresponding Member, Fellow, Honorary Member, and Life (membership grade).

Section 1. A Member SE in the Association shall be a Civil Engineer registered in the State of California with authority to use the title Structural Engineer. A Member SE may vote and hold office, serve as Director, committee chair or committee member within this association and may serve as Director, Officer, committee chair or committee member for the structural engineers Association of California (SEAOC).

Section 2. A Member in the Association shall be:

a. A Civil Engineer registered in the State of California, regularly engaged in the practice of structural or related engineering or,

b. A person conducting research in or holding a teaching position in structural or civil engineering at a university or college, and who in the opinion of a majority of the Board of Directors has established such achievements in structural engineering as to qualify for the grade of Member or,

c. A person who has attained eminence in the field of engineering which, in the opinion of a majority of the Board of Directors, qualifies the person for the grade of Member.

A Member shall have all the privileges, duties and benefits of a Member SE except holding the office of President, President-Elect or Treasurer of this Association, or serving on the Board of Directors of the Structural Engineers Association of California (SEAOC), or chairing SEAOC committees as specified in the SEAOC Bylaws or policies. A Member may chair the above excepted SEAOC committees with the approval of a majority of the SEAOC Board of Directors.

Section 3. An Associate Member shall be a structural, civil, or architectural engineering graduate who is not eligible for Member or Member SE. An Associate shall have all the privileges, duties and benefits of a Member except that the Associate may hold no office, shall not serve as a Director, and shall have no vote.

Section 4. An Affiliate shall, in the opinion of the Board of Directors, be qualified by position in an allied field cooperating and/or working closely with structural engineers in the advancement and practice of the technical and professional aspects of structural engineering. These individuals include, but are not limited to, geologists, CAD technicians, draftspersons, inspectors, surveyors, material testing technicians, architects, and attorneys. An Affiliate shall have the privileges, duties and benefits of a Member except that the Affiliate may hold no office, shall not serve as a Director, and shall have no vote.

Section 5. An Industry Member shall, in the opinion of the Board of Directors, be qualified by a position in our industry cooperating with structural engineers and by expression of interest in supporting the goals and purposes of this Association. An Industry Member shall have all the privileges, duties and benefits of a Member except an Industry Member may hold no office, shall not serve as a Director, and shall have no vote.

Section 6. A Student Member at the time of admission to this Association shall be an engineering student interested in structural or related engineering who is enrolled full time in an accredited engineering school or college. A Student Member shall have such privileges, duties and benefits of a Member except that the Student may hold no office, shall not serve as a Director, and shall have no vote.

Section 7. A Corresponding Member shall, in the opinion of the Board of Directors, be qualified by expression of interest in supporting the goals and purposes of this Association. A Corresponding Member is one not included under other membership categories or who does not hold engineering licensure in California. A Corresponding Member shall have all the privileges, duties and benefits of a Member except a Corresponding Member may hold no office, shall not serve as a Director, and shall have no vote.

Section 8. A Fellow is a Member SE so recommended by the Board of Directors of this Association and designated by SEAOC in recognition of outstanding service or accomplishments in the field of structural engineering. A Fellow shall have been a Member and/or Member SE in good standing for a total of at least 15 years. A Fellow shall have all the privileges, duties and benefits of a Member SE.

Section 9. An Honorary Member is a person so designated by the Board of Directors in special recognition for their contribution to the excellence of the structural engineering profession. An Honorary Member does not have to be a Structural Engineer. An Honorary Member shall have those privileges, duties and benefits as applicable to the grade of membership held at the time of being designated Honorary Member.

Section 10. Life (membership grade) may be awarded at the discretion of the Board of Directors to a Member in good standing for a period of not less than 20 years who is retired. Life (membership grade) is applicable to the membership grades of Member SE, Member, Affiliate, Industry Member or Corresponding Member. Life (membership grade) shall have the same privileges, duties and benefits as applicable to the Membership grade held at the time of being designated Life (membership grade).

Section 11. Transfer from Affiliate to Associate to Member and from Member to Member SE shall be automatic when the qualifications shall have been attained and the transfer has the approval of the Board of Directors of this Association.

Section 12. The term "Member" as used throughout these Bylaws shall mean a person holding any class of membership in good standing. The term "member in good standing" means that member's dues are paid and the member is acting in accordance with the code of conduct. Any member more than four months delinquent in dues shall no longer be considered "in good standing".

Section 13. The term "Voting Member" as used throughout these bylaws shall mean a person holding the class of "Member SE" or "Member".

Section 14. The qualifications of members shall be reviewed at the discretion of the Board of Directors.

ARTICLE III

Admissions, Transfers, Leaves of Absence, Resignations, and Expulsions

Section 1. Admission to this Association shall be in accordance with the following procedure:

a. A completed application shall be submitted to the Board of Directors. The Board of Directors shall review qualifications and appropriate membership grade for admission to the Association.

Section 2. An application for transfer from a member in good standing of another member association of the Structural Engineers Association of California shall be considered as a new application. The appropriate grade of membership shall be determined in accordance with this Association's Bylaws. An applicant shall be in good standing with the former association. If in good standing, the applicant will not be required to pay any dues to this Association until the annual renewal period of the former association.

Section 3. Upon written request, the Board of Directors may grant a member a leave of absence for the current fiscal year. Leave may be renewed with the suspension of dues at the discretion of the Board when requested in writing.

Section 4. If all dues have been paid, a member may apply for resignation by written communication to the Board of Directors, which is empowered to accept the resignation.

Section 5. Any member may prefer charges for disciplinary action against any other member or members of any grade upon the grounds of unprofessional conduct or conduct detrimental to this Association or in violation of its Canon of Ethics or these Bylaws. Such charges shall be made in writing specifically stating the conduct in question, and shall be addressed and sent to or delivered to the Secretary of the Association and be signed by the member preferring the same. Such charges shall be treated as confidential by all concerned and they may not be discussed or disseminated except as provided by this section. The Board of Directors shall consider the charges, and if disciplinary action appears to be warranted, the Secretary of this Association shall advise the member in writing of the charges against the member, the name of the person preferring such charges, the time and place of the hearing of such charges (which hearing shall be conducted by the Board of Directors), and of the member's right to present at such time a defense either in person or in writing. After considering the

evidence presented at such hearing, the Board of Directors may, by a two-thirds vote, order such disciplinary action as it deems appropriate, including, but not restricted to, censure, suspension from membership or expulsion. The suspension period shall not exceed one year and, during the period of any suspension, the members obligation to pay dues shall continue. The Board of Directors may, at its discretion, notify the membership of the disciplinary action taken. Each member of this Association waives any claim for libel or slander which they may have against any member of the Board of Directors, or any Officer, agent, or employee of this Association by reason of any charges made or published or any other action taken pursuant to this section.

Section 6. Should a member be expelled from this Association, they shall not again be entitled to membership, unless the Board of Directors decide that extenuating circumstances and /or subsequent record may favor an applicant for readmission.

Section 7. The Board of Directors is empowered to set and enforce a level of standard for decorum, conduct and ethics.

ARTICLE IV

Dues and Assessments

Section 1. Annual dues, initiation fees, and transfer fee shall be set by the Board of Directors and shall be published annually and shall be payable upon billing. Annual dues shall consist of Association dues, including the portion passed through to SEAOC.

Section 2. The Board of Directors may increase or decrease the Association dues, singly or collectively, by not more than 10% in any one year. Increases or decreases in excess of 10% must be referred to the Voting Members for approval per the voting procedures outlined in Article IX.

Section 3. Additional monies required to carry on the activity of the Association may be raised through assessments which shall not exceed the annual dues for any one fiscal year. Any assessments proposed by the Board of Directors shall be referred to the Voting Members for approval per the voting procedures outlined in Article IX.

ARTICLE V

Officers and Directors

Section 1. The Officers of this Association shall be a President, President-Elect and Treasurer, all of whom shall hold the membership level Member SE.

Section 2. The Board of Directors shall consist of a maximum of sixteen (16) persons, one of whom shall be the Immediate Past President, three of whom shall be Officers by reason of their offices as herein before provided, and the remainder of whom shall be Directors. Each Director, shall at all times be a Member SE, except that one (1) and a maximum of three (3) elected Director(s) shall be a Member at the time of election. In addition, at least two Directors shall be located outside Los Angeles County, providing representation from two additional counties within the SEAOSC region. All members of the Board of Directors shall have voting privileges.

Section 3. The term of office for President, President-Elect, Treasurer, and Past President shall be one (1) year. The President-Elect shall succeed to the office of President following their incumbency as President-Elect. The Treasurer shall succeed to the office of President-Elect following their incumbency as Treasurer. The term of office for Directors shall be two (2) years. Each year, one-half (1/2) of the Directors shall be elected so that the remaining Directors will carry over. Each Officer or Director shall continue for the term designated or until a qualified successor is duly elected.

Section 4. The election of Officers and Directors shall be as set forth in Article VI.

Section 5. All Officers and Directors shall be ineligible to succeed themselves.

Section 6. A vacancy in any office caused by death, reassignment or disability shall be filled by the Board of Directors, and the person so appointed shall hold office for the unexpired term or until a successor is duly elected, except where succession is otherwise provided in these Bylaws.

Section 7. An Executive Director may be appointed by the Board of Directors.

Section 8. The Secretary may be a member of the Board of Directors or may be the Executive Director and appointed by the President.

Section 9. Only the Executive Director shall receive remuneration for services.

ARTICLE VI

Nomination and Election of Officers and Directors

Section 1. The Nominating Committee shall be appointed by the President annually, shall consist of seven (7) voting members, and shall be approved by the Board of Directors. A maximum of two Directors and two Officers may serve on the committee. The Chair of the committee shall be a past president other than the Immediate Past President. The

Immediate Past President shall serve as an alternate and observer. The Nominating Committee shall be appointed not later than January.

Section 2. In advance of their deliberations, the Nominating Committee shall solicit recommendations from the membership to populate the open seats on the Board of Directors. The Nominating Committee shall then select one (1) or more members as a nominee for each office to be filled for the ensuing term. Furthermore, the Nominating Committee shall secure each nominee's consent to serve if elected. Once the recommended slate of nominees has been approved by the Board, it shall be published to the membership via a regularly scheduled newsletter. Once published, the membership shall have fourteen (14) days to petition additional nominations. Nominations by petition may be made by at least five percent (5%) of the Voting Members. Each petition must be accompanied by a statement of the nominee's willingness to serve. The petitioned candidate shall be added to the list of nominees.

Section 3. If not more than one (1) nominee is presented for each office to be filled, the nominee shall be deemed elected to office. A vote of the membership is not required. If more than one (1) nominee is presented for any office to be filled, a vote of the membership shall be enacted. Voting shall be in accordance with Article IX. The votes shall be counted prior to the June Annual Meeting and the results announced at the meeting.

Section 4. In the event of a tie between two (2) or more candidates for the same office, the Board of Directors shall vote to select one (1) of the candidates for whom the vote is a tie.

Section 5. The appointment of Delegates to represent this Association on the Board of Directors of the Structural Engineers Association of California shall be as set forth in Article X.

Section 6. If a selected candidate is unable to take office, the Nominating Committee shall nominate, within thirty (30) days after the Board of Directors is notified that such a vacancy will exist, one or more active Member or Member SE to fill said vacancy. Article VI, Section 2 through 4, shall be adhered to for selection of a new candidate.

ARTICLE VII

Power and Duties of Officers and Board of Directors

Section 1. Subject to the limitations of these Bylaws and the laws of the State of California, all powers shall be exercised by the Board of Directors. It shall be the function and duty of the Board of Directors to direct and control the affairs of this Association; to prescribe, oversee and coordinate the activities of committees; to maintain and keep current the Manual of Policies and Procedures; and to perform all administrative functions of this Association not otherwise delegated herein.

Section 2. The President shall be the chief governing Officer and shall preside at all meetings of this Association and of the Board of Directors. The President shall appoint all committee chairs and be an ex-officio member of all committees.

Section 3. The President-Elect shall fulfill the duties of the President in the absence of the latter.

Section 4. The Treasurer is the responsible Officer of this Association's finances and shall fulfill the duties of the President in the absence of the President and President-Elect.

Section 5. The Secretary shall keep, or be caused to be kept, an accurate record of all meetings of this Association and the Board of Directors.

Section 6. The Board of Directors shall direct and control the affairs of the Association.

ARTICLE VIII

Meetings

Section 1. Meetings of this Association shall be held at the call of the Board of Directors.

Section 2. The Board of Directors shall meet periodically. Special meetings may be called by the President.

Section 3. Meetings of the Board of Directors with more than 50% of the Board of Directors shall constitute a quorum.

Section 4. The Annual Meeting of this Association shall be the regular meeting in June of each year.

Section 5. Roberts' Rules of Order as latest revised shall govern all parliamentary procedures not otherwise provided for by these Bylaws.

ARTICLE IX

Amendments

Section 1. Amendments to the Bylaws may be initiated by the Board of Directors, or on petition of at least 10% of the Voting Members. Petitions must be verified within 30 days of receipt, and upon validation, the board shall initiate a vote of the membership.

Section 2. The amendment(s) shall be adopted only upon an affirmative vote by at least two-thirds of the responding Voting Members, provided at least 50% of the Voting Members vote by the deadline. If at least 50% of the Voting Members do not vote, then a favorable vote by at least two-thirds of the seated Board of Directors and a favorable vote by at least two-thirds of the responding Voting Members, provided at least 20% of the Voting Members vote.

Section 3. A vote of the membership may be executed in-person, by mail, electronically, or by other method deemed appropriate by the Board of Directors. Votes taken in person require a 30-day notice of intent. Votes taken electronically or by mail require a minimum of thirty days for return of ballots, and the deadline shall be clearly marked on the ballot.

ARTICLE X

Relationship with the Structural Engineers Association of California (SEAOC)

Section 1. As a founding member of the Structural Engineers Association of California (SEAOC), SEAOSC has an operational relationship with SEAOC.

Section 2. The number and qualifications for the Delegates to the Structural Engineers Association of California (SEAOC) shall meet the requirements set forth in the Bylaws of the Structural Engineers Association of California.

Section 3. The appointment of Delegates to represent this Association on the Board of Directors of SEAOC shall be made by the Board of Directors of this Association prior to the SEAOC annual convention. The term of office of Delegates shall as set forth in the SEAOC Bylaws. The appointed delegates shall be Member SE's of this Association, one of which shall be the President of this Association at the time of the SEAOC annual convention each year.

ARTICLE XI

Committees

Section 1. The Association shall maintain operational committees, necessary to carry out the Association Mission.

Section 2. The membership and number of Voting Members serving on committees shall be established by the Board of Directors.

Section 3. The President may appoint or dissolve any committee with an affirmative vote of the Board of Directors.

ARTICLE XII

Student Chapters

Section 1. Student chapters may be organized by student members on any college or university campus, where there is sufficient interest to warrant and where such a chapter is approved by the Board of Directors.

Student chapters may organize activities consistent with the goals, Vision, and Mission of this Association including technical programs and social events.

Section 2. The internal organization of the chapters shall be determined by the chapter members and shall be subject to approval by the Board of Directors.

Section 3. The relationship of the Student Chapters to this Association shall consist of the following:

a. All members of the student chapter shall be Student or other grade member of this Association and shall have all the usual privileges of those grades.

b. Students may be Student Members of this Association without belonging to a Student Chapter.

c. The President of this Association will appoint a contact who shall be a member in good standing. The contact member shall act as liaison between the student chapters and the Board of Directors.

d. This Association will provide support for student chapter activities in the form of speakers, tours, publications, etc., in so far as possible, as requested by the chapters and approved by the Board of Directors.

Section 4. Student chapters shall have a faculty advisor who should preferably be a member of this Association.

Section 5. Student chapters shall be financially self-sustaining and may impose dues consistent with the financial needs of the chapter.