

SEAOSC Foundation EIN # 80-0260972

**BYLAWS
OF
SEAOSC FOUNDATION**

Adopted __July 12, 2007__ (Date)

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OF
SEAOSC FOUNDATION

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BYLAWS
OF
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ARTICLE 1 – ORGANIZATIONAL AND TAX STATUS

Section 1.1. Organization. This corporation is a nonprofit, public benefit corporation organized under the Nonprofit Public Benefit Corporation Law of the State of California, and is subject to and shall be governed by the provisions of that law. Unless the context of these Bylaws otherwise requires, the general provisions, rules of construction, and definitions applicable to that law shall govern the structure of these Bylaws.

Section 1.2. Tax Status.

(a) This corporation is organized and shall be operated exclusively for charitable, educational, and scientific purposes within the meaning of Internal Revenue Code Section 501(c)(3) and California Revenue and Taxation Code Section 23701d.

(b) The property of this corporation is irrevocably dedicated to charitable, educational, and scientific purposes. No part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private person.

(c) On the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of this corporation, the remaining assets of this corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational, or scientific purposes and which has established its tax exempt status under Code Section 501(c)(3) of the Internal Revenue Code, and the corresponding provision of state law, if any, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE 2 – PURPOSES

Section 2.1. Specific Purposes. The specific purpose for which this corporation is organized is to advance the study of the scientific principles of structural engineering.

Section 2.2. Permitted Activities. In furtherance of its purposes, this corporation may:

- (a) Sponsor scientific research, both fundamental and applied, intended to aid in the advancement of structural engineering;
- (b) Provide tuition scholarships for students intending to enroll or are currently enrolled in engineering programs with a structural engineering specialization leading to a degree from an accredited institution of higher learning;
- (c) Publish the results of studies, papers, and other reports of special importance and significance to structural engineers;
- (d) Solicit financial support from structural engineers, foundations, and the general public to support this corporation's activities; and
- (e) Engage in any other activity in furtherance of the purposes of this corporation, and not prohibited by law or by this corporation's Articles of Incorporation or Bylaws.

Section 2.3. Limitations on Activities.

(a) No substantial part of the activities of this corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate or intervene (including by publishing or distributing statements) in any political campaign on behalf of or in opposition to any candidate for public office.

(b) Notwithstanding any other provision of these Bylaws, this corporation shall not carry on any other activities not permitted to be carried on by:

(i) A corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code; or

(ii) A corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE 3 – MEMBERS

Section 3.1. "Members" Defined.

(a) This corporation shall not have members as defined by Section 5056 of the nonprofit Public Benefit Corporation Law, but pursuant to the provisions of Section 5310 of that law, any action that would require approval by a majority of members or by the members under the provisions of that law shall require only approval by the board of directors.

(b) This corporation may have associated with it such persons as are from time to time admitted by the board of directors, pursuant to Section 3.2 of this Article 3, who may be referred to as "members" or "associates" or other such term as is established by the board of directors. Such persons are referred to in these Bylaws (except in paragraph (a) above) as "members."

Section 3.2. Admission of Members.

(a) The board of directors may in its discretion admit as a member of this corporation any individual, firm, organization, or other legal entity meeting the qualifications and conditions established by the board for membership.

(b) The board of directors shall have the authority to establish such qualifications, dues, terms for membership, meetings, activities, and procedures for removal of members as it sees fit, and to vary those from time to time, but the board may not delegate any authority from the governance of this corporation to such members, as such, or give them any interest in this corporation not specifically given to them by these Bylaws.

ARTICLE 4 – DIRECTORS

Section 4.1. Powers. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable law, and subject to any limitations in the Articles of Incorporation or these Bylaws, the activities, business and affairs of this corporation shall be managed, and all corporate powers shall be exercised by or under the direction of the board of directors. The board shall have all powers conferred by the California Nonprofit Public Benefit Corporation Law, or other applicable law, consistent with the Articles of Incorporation and Bylaws of this corporation.

Section 4.2. Number and Eligibility of Directors.

(a) As used in this Section 4.2, “the Association” means the Structural Engineers Association of Southern California (SEAOSC), a California nonprofit corporation.

(b) The board of directors of this corporation shall consist of five (5) directors; four (4) directors at-large plus the incumbent SEAOSC president who serves ex-officio with voting privileges during the year of his or her incumbency.

(c) An alternate member of the board of directors may be appointed from time to time. The appointment shall be made by written notice to the secretary of this corporation. An alternate director may exercise all rights and privileges of a director in the absence of the director. No individual who is an interested person within the meaning of paragraph (d) of this Section 4.2 shall be eligible for appointment as an alternate director.

(d) Notwithstanding any other provisions of this Section 4.2, no more than forty-nine percent (49%) of the persons serving as directors of this corporation may be interested persons. In the event that percent is exceeded, the office of the most recently-appointed director whose appointment causes the percentage to be exceeded shall be deemed vacant, and shall be filled as provided in these Bylaws for filling vacancies. An interested person for purposes of this paragraph (d) is:

(i) Any person compensated by this corporation for services rendered to it within the previous twelve months, whether as full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as a director; and

(i) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person.

Section 4.3. Term of Office. At-large directors serve two-year staggered terms and can be appointed to a second two-year term over a period of six years. The incumbent SEAOSC President serves a one-year term coinciding with his or her SEAOSC presidency. For purposes of establishing staggered terms, on June 1, 2007, the Chairman and Treasurer shall each serve one three-year (3-year) term while the Vice-Chairman and Director shall each serve a two-year (2-year) term.

The normal term of service applies following this adjustment period. Directors shall remain a director until a successor is named and seated.

Section 4.4. Vacancies.

(a) A vacancy in the board of directors shall be deemed to exist on the occurrence of any of the following events:

(i) The death or resignation of any director;

(ii) The declaration by a resolution of the board of directors of a vacancy in the office of a director on the occurrence of an event permitting removal for cause pursuant to Section 5221 of the Nonprofit Public Benefit Corporation Law;

(iii) Removal of a director by the superior court pursuant to Section 5223 of the Nonprofit Public Benefit Corporation Law; or

(iv) Removal of a director by a majority vote of the directors then in office.

(b) No reduction in the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

(c) A vacancy shall be filled by the organization from which the director whose position has become vacant qualified as a director.

Section 4.5. Regular Meetings of Directors. The board of directors shall meet once in each calendar quarter. One such meeting shall be held to coincide with the date of the annual SEAOSC meeting in June. The other such meetings shall be held at the times and places set in advance by the board of directors, or in the absence of any such action, at the times set by the call of the chairman of the board, at the principal office of this corporation, notice of which is given by first class mail, or by electronic means, or personally, in writing, to each director at least thirty (30) days prior to the meeting. In the absence of such determination and notice, an annual meeting shall be held on the second Monday of December of each calendar year at the principal office of this corporation, without any notice being required.

Section 4.6. Special Meetings. Special meetings of the board of directors may be held at the call of the chairman of the board of directors, or in the absence of such a call pending at the time, by the number of directors which would constitute a quorum at a meeting of the board.

Section 4.7. Notice of Meetings. Other than the regular meeting, and other than regular meetings set in advance by a vote of the board of directors, notice of all meetings shall be given in writing, by first class mail posted at least 15 days in advance of the meeting, by electronic means or by other written notice delivered personally at least ten (10) days in advance of the meeting.

Section 4.8. Waiver of Notice of Meeting. The transactions of any meeting of the board of directors, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice on the conditions that:

- (i) A quorum is present; and
- (ii) Either before or after the meeting, each of the directors either attends the meeting without protest, before or at its commencement, about the lack of adequate notice, or signs a written waiver of notice, or a consent to holding of the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 4.9. Meetings by Telephone. Members of the board of directors may participate in any meeting of the board of directors, called and noticed as provided in these Bylaws, by conference telephone, or similar communication equipment, so long as all directors participating in the meeting by personal attendance or by telephone can hear one another. All directors so participating shall be deemed to be present in person at such meeting.

Section 4.10. Quorum at Meetings. A majority of the number of directors authorized by these Bylaws shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the directors present at a duly-held meeting at which a quorum is present shall be the act of the board. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

Section 4.11. Action Without a Meeting. Any action that the board of directors is required or permitted to take may be taken without a meeting, if all members of the board, individually or collectively, (other than directors with a material financial interest under Section 5233 of the Nonprofit Public Benefit Corporation Law) consent in writing to that action. Such action by written consent shall have the same force and effect as the unanimous vote of the board. Such consents shall be filed with minutes of the proceedings of the board.

Section 4.12. Committees of the Board.

(a) The board of directors, by resolution duly adopted by a majority of the directors then in office, may create one or more committees, each consisting of two or more directors, and may appoint directors to such committees, to serve at the pleasure of the board. Any such committee, to the extent provided in the resolution of the board, shall have all authority of the board, except that no committee, regardless of a resolution of the board, shall have any authority to act in place of the board with respect to:

(i) The approval of any action for which the Nonprofit Public Benefit Corporation Law requires the approval of the board of directors;

(ii) The filling of vacancies on the board or in any committee which has the authority of the board;

(iii) The fixing of compensation of the directors for serving on the board or on any committee;

(iv) The amendment or repeal of Bylaws or the adoption of new Bylaws;

(v) The amendment or repeal of any resolution of the board which by its express terms is not so amendable or repealable;

(vi) The appointment of committees of the board or the members thereof; or

(vii) The approval of any self-dealing transaction except as provided in Section 5233, subdivision (a), paragraph (3) of the Nonprofit Public Benefit Corporation Law.

(b) Meetings and actions of committees of the board shall be governed by, held, and taken in accordance with the provisions of these Bylaws concerning meetings and actions of the board, except that the time for meetings of such committees and the calling of meetings may be determined either by resolution of the board, or, if none, by resolution of the committee. Minutes of such meeting of such

committees shall be kept and shall be filed with the corporate records. The board may adopt rules for the governance of any committee that are consistent with these Bylaws, or, in the absence of rules adopted by the board, the committee may adopt such rules.

Section 4.13. Compensation of Directors

(a) No compensation shall be paid to directors for their services as directors.

(b) Directors shall be reimbursed for the reasonable cost of expenses in attending meetings of the board, including travel, lodging, and other expenses (incurred on behalf of this corporation, subject to the approval of the board of directors).

ARTICLE 5 – OFFICERS

Section 5.1. Officers. The officers of this corporation shall be a chairman, a vice chairman, a secretary, a treasurer, and an executive director. This corporation may also have, at the discretion of the board of directors, such other subordinate officers as the business of this corporation may require and as may be appointed by the board. Any number of offices may be held by the same person, except that the chairman may not serve concurrently as either the secretary or the treasurer.

Section 5.2. Election of Officers.

(a) The officers of this corporation shall be elected by the board of directors at the regular meeting of the board. Each officer shall hold office for a term to begin on July 1 and continuing until a successor is elected and seated. Other officers may be elected at any time by action duly taken by the board, for such terms as may be designated by the board.

(c) Officers, other than the executive director, shall be elected from the members of the board of directors.

Section 5.3. Removal of Officers. Subject to the rights, if any, of any officers under any contract of employment, any officer may be removed, with or without cause, by the board of directors, at any duly held meeting of the board.

Section 5.4. Vacancies. A vacancy in an office shall be deemed to exist upon the occurrence of the death, resignation, or removal of an officer. The vacancy shall be filled by the board of directors at any duly held meeting of the board.

Section 5.5. Responsibilities of Officers.

(a) Chairman. The chairman shall preside at all meetings of the board. The chairman shall have such other powers and duties as these Bylaws or the board, from time to time, may prescribe.

(b) Vice-Chairman. In the absence or disability of the chairman, the vice chairman shall perform all duties of the chairman. When so acting, the vice chairman shall have all powers of and be subject to all restrictions on the chairman. The vice chairman shall have such other powers and perform such other duties as the Bylaws or the board of directors, from time to time, may prescribe.

(c) Secretary. The secretary shall:

(i) Keep, or cause to be kept, at the principal office of this corporation a book of minutes of all meetings and actions of the board of directors and of all committees of the board;

(ii) Keep, or cause to be kept, at the principal office of this corporation a record of this corporation's directors and officers, showing the names of all directors, their addresses, and the terms for which serving;

(iii) Keep, or cause to be kept, at the principal office of this corporation the originals or true and correct copies of this corporation's Articles of Incorporation and Bylaws, as amended;

(iv) Give, or cause to be given, notice of all meetings of the board of directors required by these Bylaws to be given; and

(v) Have such other powers and perform such other duties as these Bylaws or the board of directors, from time to time, may prescribe.

(d) Treasurer. The treasurer shall be the chief financial officer of this corporation. The treasurer shall:

(i) Keep and maintain, or cause to be kept and maintained, adequate and correct books and records of account of the property and financial transactions of this corporation;

(ii) Deposit, or cause to be deposited, all monies and other valuables in the name and to the credit of this corporation with such depositories as may be designated by the board of directors, disburse the funds of this corporation as may be ordered by the board, and render to the chairman and board, whenever they request it, an account of all the treasurer's transactions and of the financial condition of this corporation;

(iii) Prepare or cause to be prepared and delivered to each director the annual reports described in Article 8, Section 3 of these Bylaws;

(iv) File such reports as may be required by law; and

(v) Have such other powers and perform such other duties as these Bylaws or the board of directors, from time to time, may prescribe.

(e) Executive Director. The Executive Director shall be the chief executive officer and general manager of this corporation and, subject to the control of the board of directors, shall supervise, direct, and control the conduct of the affairs and the employees of this corporation.

(f) Other Officers. If the board of directors designates and elects any other officer, such officer shall have the title, and have the authority, and perform the duties as the board, from time to time, may prescribe.

Section 5.6. Compensation of Officers.

(a) No compensation shall be paid to officers, other than the Executive Director.

(b) If authorized by the board of directors, in its discretion, officers may be reimbursed for expenses reasonably incurred in the performance of their duties.

ARTICLE 6 – INDEMNIFICATION AND INSURANCE

Section 6.1. Indemnification. This corporation shall have the power to indemnify its directors, officers, employees, and other agents against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any threatened, pending, or completed civil, criminal, administrative, or investigative action to which such person is or was a party or threatened to be made a party by reason of the fact that such person is or was a director, officer, employee, or other agent of this corporation, as provided in Section 5238 of the Nonprofit Public Benefit Corporation Law.

Section 6.2. Insurance. This corporation shall have the power to purchase and maintain insurance on behalf of its officers, directors, employees, and other agents against any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising out of the officer's, director's, employee's, or agent's status as such.

ARTICLE 7 – ADMINISTRATIVE PROVISIONS

Section 7.1. Principal Office. The principal office of this corporation shall be at such place in California as is designated from time to time by the board of directors.

Section 7.2. Fiscal Year. The fiscal year of this corporation shall be July 1 to June 30.

Section 7.3. Bank Account – Signature Requirements. The board of directors shall designate from time to time one or more financial institutions for the deposit of the funds of this corporation, and shall designate one or more individuals with authority to sign checks on such accounts.

Section 7.4. Robert's Rules Govern. Robert's Rules of Order as latest revised shall govern all parliamentary procedure not otherwise provided for by these Bylaws.

ARTICLE 8 – RECORDS AND REPORTS

Section 8.1. Maintenance of Corporate Records. This corporation shall keep at its principal office:

- (a) Written minutes of the proceedings of its board of directors and committees of the board;
- (b) A record of the name, address, and term of office of each director;
- (c) The originals or true and correct copies of this corporation's Articles of Incorporation and Bylaws, as amended;
- (d) Adequate and correct books and records of accounts of the property and financial transactions of this corporation.

Section 8.2. Inspection by Directors. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of this corporation for a purpose reasonably related to the director's interest as a director.

Section 8.3. Annual Report.

- (a) Except as provided below, an annual report shall be prepared and delivered to each director, within 120 days after the end of the fiscal year, containing the information required by Sections 6321 and 6322 of the Nonprofit Public Benefit Corporation Law, including:
 - (i) The assets and liabilities, including the trust funds, of this corporation as of the end of the fiscal year;
 - (ii) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
 - (iii) The revenue or receipts of this corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
 - (iv) The expenses or disbursements of this corporation, for both general and restricted purposes, during the fiscal year;
 - (v) A description of each transaction to which this corporation was a party, in which any director officer of this corporation had a direct or indirect material financial interest, and which involved more than \$50,000 or was one of a number of such transactions which in the aggregate involved more than \$50,000, including in the description of the transaction the name and title of the director or officers, and the nature and amount of that person's interest in the transaction; and

(vi) A description of the amount and circumstances of any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of this corporation pursuant to Section 5238 of the Nonprofit Public Benefit Corporation Law, providing for indemnification of certain corporate agents.

(b) The report required by subdivision (a) above, shall be accompanied by any report thereon of independent accountants, or, if there is no such report, by the certificate of the treasurer of this corporation that such statements were prepared without audit from the books and records of this corporation.

(c) Where the information required to be included in reports described in reports described in subdivision (a) above, is contained in reports prepared by the treasurer for filing with governmental agencies, these reports may be provided to the directors, and shall satisfy the requirements of subdivision (a) to the extent that the information required by subdivision (a) is included in those reports.

ARTICLE 9 – AMENDMENTS

These Bylaws may be adopted, amended, or repealed by the board of directors, by the affirmative vote of a majority of the directors then in office.

SECRETARY'S CERTIFICATE

I certify that I am the duly elected and acting secretary of SEAOSC Foundation, and that the foregoing Bylaws, consisting of 13 pages, are the Bylaws of this corporation as adopted by the Incorporator, effective _____.

Dated: _____

Secretary's Signature

Secretary's Name: Graeme Dick

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