



BYLAWS

Adopted April 5, 2007

**Amended November 21, 2008, April 3, 2009,
December 14, 2009 and May 11, 2012**

1.0 NAME, PURPOSE, LOCATION

1.1 Name

The name of this non-profit corporation shall be the Structural Engineers Association of South Carolina, hereinafter referred to as *SEA of SC*.

1.2 Purpose

The *SEA of SC* shall be intended to be a non-profit corporation under the Laws of the State of South Carolina, and no part of its net earnings shall inure to any private individual, but shall be the sole property of *SEA of SC*.

The *SEA of SC* shall enhance the public's right to safe, reliable and economical structures by advancing the practice of structural engineering through:

- (a) coordinating the activities of its members engaged in issues affecting the practice of structural engineering throughout the State of South Carolina;
- (b) providing access to structural engineering professionals in the development and adoption of technical provisions of building codes, design standards and construction standards;
- (c) providing a forum for the development of applicable standards for the practice of structural engineering;
- (d) disseminating, transferring and exchanging information among structural engineering professionals on issues relating to the practice of structural engineering;
- (e) encouraging the improvement of the practice of structural engineering among its membership and the engineering community at large;
- (f) 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;
- (g) enhancing the stature, recognition and image of the structural engineering profession with the general public;

- (h) promoting the adoption of professional structural engineering licensing; and
- (i) assisting the public in obtaining accurate and timely information on issues relating to the design, construction and performance of structures.

1.3 Location

The official address of the *SEA of SC* shall be as determined by the *SEA of SC* Board of Directors.

2.0 MEMBERSHIP

2.1 Membership Classes

All members shall be classified as one of the following:

2.1.1 Professional Engineer Member

A *Professional Engineer* licensed in the State of South Carolina primarily engaging in the practice of structural engineering.

2.1.2 Engineer-In-Training Member

An *Engineer-In-Training* licensed in the State of South Carolina working under the direct supervision of a *Professional Engineer* licensed in the State of South Carolina primarily engaging in the practice of structural engineering.

2.1.3 Engineering Educator Member

A *Full-Time Faculty Member* of a technical school, college or university located in the State of South Carolina primarily teaching courses and subjects related to the practice of structural engineering.

2.1.4 Associate Member

An *Unlicensed Individual*, including, but not limited to designers and drafters, working under the direct supervision of a *Professional Engineer* licensed in the State of South Carolina primarily engaging in the practice of structural engineering.

2.1.5 Student Member

A *Student* enrolled in a civil or structural engineering program/curriculum at an EAC/ABET accredited institution located in the State of South Carolina.

2.1.6 Retired Member

A *Member* in good standing with *SEA of SC* retired from the active practice of structural engineering in the State of South Carolina.

2.1.7 Life Member

A *Retired Member* nominated by their Chapter, by a majority vote of its members, and approved by the *SEA of SC* Board of Directors, by the affirmative vote of two-thirds ($\frac{2}{3}$) of the entire *SEA of SC* Board of Directors.

2.1.8 Affiliate Member

A *Company* or *Individual*, including, but not limited to the areas of insurance, finances, accounting, law, science, technology and industry, providing support services related to the practice of structural engineering.

2.2 Application Form

An individual applying for membership shall complete an application form, as approved by the *SEA of SC* Board of Directors and as provided by the Chapters of *SEA of SC*. The completed application form shall be submitted by the individual to their local Chapter. The Chapter's Board of Directors shall verify that the applying individual is qualified for the requested membership class and eligible for membership in the Chapter as defined in *Section 3.2*.

2.3 Certificates

The *SEA of SC* shall not authorize or issue any stock certificates; however, it may issue membership certificates in such form as approved by the *SEA of SC* Board of Directors.

2.4 Transferability

SEA of SC membership shall not be assignable or transferable.

2.5 Termination

The membership and all rights and privileges thereto of any member shall be subject to termination upon the happening of any of the following:

2.5.1 Resignation

When a member notifies *SEA of SC* in writing that they desire to resign as a member.

2.5.2 Delinquency

When a member fails to pay dues or special assessment fees within thirty (30) days of the due date as defined in *Section 7.3* and *Section 7.4* respectively.

2.5.3 Ineligibility

When a Chapter's Board of Directors or the *SEA of SC* Board of Directors determines that a member is no longer qualified for their membership class.

2.5.4 Conduct

When the *SEA of SC* Board of Directors determines that a member has conducted themselves in a manner not consistent with the *SEA of SC* Code of Ethics.

Prior to any termination pursuant to Sections 2.5.2 through 2.5.4 above, the member shall receive thirty (30) days advance written notice of the termination, and shall be offered an opportunity to be heard, orally or in writing, not less than five (5) days before the effective date of the termination by the *SEA of SC* Board of Directors, which may decide that the proposed termination not take place.

2.6 NCSEA Membership

All members, except *Affiliate Members*, shall, by virtue of their membership in the *SEA of SC*, become members of the National Council of Structural Engineers Associations (*NCSEA*) with all of the attendant rights and obligations thereof.

2.7 Out-Of-State Members

Individuals employed at an office location contiguous to, but not within the State of South Carolina may become members of the *SEA of SC* provided they meet all membership requirements.

3.0 CHAPTERS

3.1 Establishment

The *SEA of SC* Board of Directors shall have the right to establish, dissolve or revise Chapters.

3.1.1 Petition

The *SEA of SC* Board of Directors may establish new Chapters upon written petition of ten (10) qualified applicants and/or current members in good standing with *SEA of SC*.

3.1.2 Student Chapters

A Chapter's Board of Directors may sponsor Student Chapters at EAC/ABET accredited institutions located within the Chapter's geographical boundary. Qualifying institutions shall offer a bachelor degree in a civil or structural engineering program/curriculum or a graduate degree in a structural engineering program/curriculum.

3.1.2.1 Formation

The *SEA of SC* Board of Directors may establish new Student Chapters upon written petition of a Chapter's Board of Directors and a faculty representative of the institution.

3.1.2.2 Faculty Advisor

The sponsoring Chapter's Board of Directors shall approve a Faculty Advisor for the Student Chapter. The Faculty Advisor shall be employed at the institution and shall be an *Engineering Educator Member* of the sponsoring Chapter. A Faculty Advisor is approved for a one (1) year term coinciding with the institution's academic year. There shall be no limit on the number of consecutive or non-consecutive terms that an *Engineering Educator Member* may serve as a Faculty Advisor. A Student Chapter's Faculty Advisor is recognized as an ex-officio member of the sponsoring Chapter's Board of Directors; however, they do not hold the right to vote in actions taken by the sponsoring Chapter's Board of Directors.

3.2 Membership

All members shall become members of the Chapter in which the office of their employer is geographically located, unless approved by the *SEA of SC* Board of Directors.

3.2.1 Multiple Offices

A member who is employed at multiple offices geographically located within different Chapters may choose which Chapter to become a member of and may transfer their membership to one of the other Chapters at any time.

3.2.2 Out-Of-State Members

Out-of-state members shall become members of the Chapter in which the office of their employer is geographically closest, unless approved by the *SEA of SC* Board of Directors.

3.3 Governance and Operation

The overall governance and operation of a Chapter shall be under and within the framework of the *SEA of SC* bylaws and the non-profit corporation status under the Laws of the State of South Carolina.

3.3.1 Bylaws

Each Chapter shall adopt bylaws for the basic rules of governance for the operation of the Chapter. Such Chapter bylaws shall be consistent with the *SEA of SC* bylaws. Any conflict between Chapter bylaws and the *SEA of SC* bylaws shall be resolved in favor of the provisions of the *SEA of SC* bylaws.

3.3.2 Meetings

Chapter meetings shall be held at such times and places as provided in the respective Chapter's bylaws.

3.3.3 Dues

Chapter dues shall be established as provided in the respective Chapter's bylaws.

3.4 Activities

Chapters may engage in such activities that are consistent with the purpose of *SEA of SC* as defined in *Section 1.2*; however, such activities shall be restricted to within the geographical boundary of the Chapter. Chapters shall not propose or initiate any action on State or National legislation nor contact any State or Federal governmental agency without prior authorization from the *SEA of SC* Board of Directors. All legal proceedings, except those in connection with a Chapter's business matters, shall be referred to and managed by the *SEA of SC* Board of Directors.

4.0 MEMBERSHIP MEETINGS

4.1 Annual Meeting

The membership shall meet annually between May and July at a time and place to be designated by the *SEA of SC* Board of Directors. At the annual meeting, the President and the Treasurer shall report on the activities and financial condition of the organization.

4.2 Other Meetings

Other meetings of the membership may be called upon request of the President, the *SEA of SC* Board of Directors, or upon the written request of five percent (5%) of the membership.

4.3 Notice of Meetings

The *SEA of SC* shall notify its members of the place, date and time of each annual, regular and special meeting of members no fewer than ten (10) nor more than sixty (60) days before the proposed meeting date. Notice of any annual or regular meeting shall include a description of any matter that must be approved by the members pursuant to South Carolina law, and notice of any special meeting shall include a description of the matter for which the meeting is called.

4.4 Quorum at Meetings

Twenty percent (20%) of the total membership present in person or by proxy shall constitute a quorum at any membership meeting. If a quorum is not present at any membership meeting, the majority present may adjourn the membership meeting from time to time without further notice until a quorum is present. The members present may continue the membership meeting to discuss issues before the *SEA of SC*; however, no business requiring a vote or expenditure may be entertained until a quorum is present.

4.5 Proxies

Any member may give their written revocable proxy to any other member to be voted as directed in such proxy or, if no such directive is provided, to be voted as the holder of the proxy shall determine. Such proxy shall be valid for one membership meeting only and the member appearing by proxy shall be deemed to be present for the purposes of determining the existence of a quorum.

4.6 Voting by Members at a Meeting

In all matters to be voted upon by the membership, each member, except for *Affiliate Members*, shall have one vote. Unless a higher percentage is called for herein, a majority of the members present at a membership meeting, at which there is a quorum present, is required to approve any action by the membership.

4.7 Mail Ballot

Mail ballots (which term shall include ballots sent by or returned by fax or electronic mail) may be submitted to the membership at any time upon the direction of the *SEA of SC* Board of Directors.

4.7.1 Time to Respond

The mail ballot shall specify the date when responses are due provided; however, such date shall not be less than fourteen (14) days from the date of transmission of the mail ballot to the membership.

4.7.2 Number of Responses Required

In order for the results of a mail ballot to be binding not less than one-third ($\frac{1}{3}$) of the membership shall have responded.

4.7.3 Percentage of Responses Required to Approve Action

It shall take the same percentage of mail ballots to approve any action as the percentages specified where there is not a mail ballot provided; however, the total number of affirmative votes shall be no fewer than the number of members constituting a quorum as set forth in *Section 4.4*.

5.0 BOARD OF DIRECTORS

5.1 Directors

The *SEA of SC* shall be managed by a Board of Directors consisting of the State Officers and the Chapter Representatives. The *SEA of SC* 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 imperative to guide operations and ensures that the *SEA of SC* uses these policies to work toward meeting its vision and fulfilling its goals.

5.1.1 State Officers

The State Officers of the *SEA of SC* shall be:

1. President
2. Vice President
3. Secretary
4. Treasurer

5.1.2 Chapter Representatives

Each Chapter, except for Student Chapters, shall have one (1) Representative on the *SEA of SC* Board of Directors.

5.1.3 Past Presidents

The *Past Presidents* of the *SEA of SC* are recognized as ex-officio members of the *SEA of SC* Board of Directors; however, they do not hold the right to vote in actions taken by the *SEA of SC* Board of Directors.

5.2 Qualifications

The members of the *SEA of SC* Board of Directors shall have the following minimum qualifications:

5.2.1 State Officers

President: The President shall be a *Professional Engineer Member* or an *Engineering Educator Member*, provided they are a Professional Engineer licensed in the State of South Carolina.

Vice President: The Vice President shall be a *Professional Engineer Member* or an *Engineering Educator Member*, provided they are a Professional Engineer licensed in the State of South Carolina.

Secretary: The Secretary shall be a *Professional Engineer Member*, an *Engineer-In-Training Member* or an *Engineering Educator Member*.

Treasurer: The Treasurer shall be a *Professional Engineer Member*, an *Engineer-In-Training Member* or an *Engineering Educator Member*.

5.2.2 Chapter Representatives

The qualifications for Chapter Representatives shall be established as provided in the respective Chapter's bylaws.

5.3 Elections

The members of the *SEA of SC* Board of Directors shall be elected as follows:

5.3.1 State Officers

The *SEA of SC* Board of Directors shall nominate candidates for all elective positions and circulate ballots at least thirty (30) days prior to the Annual Meeting. Ballots shall be returned to the Secretary no later than five (5) days prior to the Annual Meeting. Election results shall be verified by an individual to be chosen by the *SEA of SC* Board of Directors. Election results shall be reported to the membership at the start of the Annual Meeting.

5.3.2 Chapter Representatives

The election of Chapter Representatives shall be established as provided in the respective Chapter's bylaws. Should a Chapter Representative be elected as a State Officer, the affected Chapter shall elect a new Chapter Representative as provided in the respective Chapter's bylaws.

5.4 Terms

The members of the *SEA of SC* Board of Directors shall hold their position as follows:

5.4.1 State Officers

The term of each State Officer shall be two (2) years. Terms shall begin on the first day of the Fiscal Year, as defined in *Section 7.1*, following their election. State Officers shall be eligible for re-election to their past office; however, no State Officer, except for the Treasurer, shall continue in an office for more than two (2) consecutive two-year terms.

5.4.2 Chapter Representatives

The term of the Chapter Representative to the *SEA of SC* Board of Directors shall be established as provided in the respective Chapter's bylaws.

5.5 Vacancies

In the event of a vacancy in the office of the President, the Vice President shall succeed to that office immediately. All other State Officer vacancies shall be filled by the *SEA of SC* Board of Directors until the next election. Chapter Representative vacancies shall be filled as provided in the respective Chapter's bylaws.

5.6 Duties and Powers

The members of the *SEA of SC* Board of Directors shall have the following duties and powers:

5.6.1 State Officers

- President: The President, or another State Officer designated by the President, shall preside at all meetings of the *SEA of SC* Board of Directors and at any meetings of the membership.
- Vice President: The Vice President shall fulfill the duties of the President in the President's absence.
- Secretary: The Secretary shall record minutes of all meetings of the *SEA of SC* Board of Directors and at any meetings of the membership and shall maintain the membership lists. The Secretary shall file an annual corporate report with the appropriate state agency as required by the Laws of the State of South Carolina.
- Treasurer: The Treasurer shall be responsible for a yearly audit of all funds and financial record of the *SEA of SC* and shall report the results to the *SEA of SC* Board of Directors and shall make disbursements under the direction of the *SEA of SC* Board of Directors. The Treasurer shall have appropriate income tax reports filed in a timely manner.

5.6.2 Chapter Representatives

The Chapter Representatives shall serve on the *SEA of SC* Board of Directors and perform such duties as assigned by the President.

5.6.3 Past Presidents

The *Past Presidents* of the *SEA of SC* may, from time to time, be asked to perform such duties as assigned by the President.

5.7 Meetings of Board of Directors

5.7.1 Regular Meetings

The *SEA of SC* Board of Directors shall meet not less than three (3) times during each Fiscal Year. The times and locations of the meetings shall be established by the President.

5.7.2 Special Meetings

A special meeting of the *SEA of SC* Board of Directors shall be held upon the request of the President or any (5) members of the *SEA of SC* Board of Directors.

5.7.3 Quorum

Two-thirds ($\frac{2}{3}$) of the *SEA of SC* Board of Directors then in office shall constitute a quorum. Appearance at a *SEA of SC* Board of Directors meeting by telephone or television shall be treated the same as a physical presence. If a quorum is not present at any *SEA of SC* Board of Directors meeting, the majority present may adjourn the *SEA of SC* Board of Directors meeting from time to time without further notice until a quorum is present. The members of the *SEA of SC* Board of Directors present may continue the *SEA of SC* Board of Directors meeting to discuss issues before the *SEA of SC* Board of Directors; however, no business requiring a vote may be entertained until a quorum is present.

5.7.4 Voting

Unless a higher percentage is specified herein, all actions taken by the *SEA of SC* Board of Directors shall require the affirmative votes of a majority of the *SEA of SC* Board of Directors present at any meeting at which there is a quorum present.

5.8 Removal of a Director

5.8.1 Removal by Board of Directors

The *SEA of SC* Board of Directors shall have the power to remove any member for any reason whatsoever by the affirmative vote of two-thirds ($\frac{2}{3}$) of the entire *SEA of SC* Board of Directors.

5.8.2 Removal by Membership

The membership shall have the power to remove any member of the *SEA of SC* Board of Directors for any reason whatsoever by the affirmative vote of two-thirds ($\frac{2}{3}$) of the entire membership.

5.8.3 Other Causes for Removal

A director's office shall be deemed vacated upon the happening of any of the following events: (1) they are no longer employed in the engineering profession; (2) their license to practice engineering in the State of South Carolina is revoked;

5.9 Policy Statements

The *SEA of SC* Board of Directors, by a two-thirds ($\frac{2}{3}$) vote of the entire *SEA of SC* Board of Directors, shall have the authority to adopt, amend or repeal a Policy Statement. Any Policy Statement adopted, amended or repealed by the *SEA of SC* Board of Directors shall be submitted to the membership within thirty (30) days of enactment.

6.0 COMMITTEES

6.1 Committees

The *SEA of SC* Board of Directors shall have the authority to designate committees.

6.2 Chair

The chair of each committee shall be designated by the President. Any committee chair may be replaced by the *SEA of SC* Board of Directors.

7.0 FINANCIAL MATTERS

7.1 Fiscal Year

The Fiscal Year for the *SEA of SC* shall commence on September 1st of each year.

7.2 Establishment of Budget

The proposed State Budget for the succeeding Fiscal Year shall be submitted by the Treasurer to the *SEA of SC* Board of Directors by May 1st of each year for approval. The State Budget shall be finalized by the *SEA of SC* Board of Directors by June 1st of each year. The final approved State Budget shall be distributed to the membership within thirty (30) days of approval.

7.3 Dues

7.3.1 Establishment of State Dues

The State dues for each member shall be apportioned to balance the State Budget approved by the *SEA of SC* Board of Directors.

7.3.2 Establishment of National Dues

The National dues for each member shall be as established by the NCSEA Board of Directors.

7.3.3 Establishment of Chapter Dues

The Chapter dues for each member shall be as established by each respective Chapter's Board of Directors.

7.3.4 Collection

State, National and Chapter dues shall be collected by July 1st of each year in a manner as determined by the *SEA of SC* Board of Directors. The Chapter, State and National portion of dues shall be distributed to the appropriate parties by August 1st of each year in a manner as determined by the *SEA of SC* Board of Directors.

7.4 Assessments

Any proposed assessment must be approved by a majority of the votes cast at any membership meeting provided the *SEA of SC* Board of Directors has determined prior to such membership meeting that the financial condition of the *SEA of SC* warrants an assessment, or that the same is warranted because additional funds are required for some special purpose or project consistent with the *SEA of SC's* purposes. The notice of such membership meeting shall set forth the reason, the amount, and the due date of the proposed assessment previously determined to be warranted by the *SEA of SC* Board of Directors. In the absence of a membership meeting or the failure to obtain a quorum at such membership meeting, a mail ballot shall be utilized.

7.5 Reimbursement of Expenses

7.5.1 Board of Directors

Members of the *SEA of SC* Board of Directors, acting on behalf of the *SEA of SC*, are eligible on a case by case basis for reimbursement of reasonable expenses provided prior approval is obtained from the *SEA of SC* Board of Directors. The reimbursement rate for mileage during a Fiscal Year shall be determined by the *SEA of SC* Board of Directors during the establishment of the State Budget as defined in *Section 7.2*. At no time, shall the reimbursement rate for mileage be less than $\frac{1}{2}$ the current Internal Revenue Service standard mileage rate for business miles.

The individual member of the *SEA of SC* Board of Directors shall be responsible for invoicing the *SEA of SC* through the Treasurer for reimbursement.

7.5.2 Committees

Members of a *SEA of SC* committee, acting on behalf of the *SEA of SC*, are eligible on a case by case basis for reimbursement of reasonable expenses provided prior approval is obtained by the Committee Chair from the *SEA of SC* Board of Directors. The reimbursement rate for mileage during a Fiscal Year shall be determined by the *SEA of SC* Board of Directors during the establishment of the State Budget as defined in *Section 7.2*. At no time, shall the reimbursement rate for mileage be less than $\frac{1}{2}$ the current Internal Revenue Service standard mileage rate for business miles.

The individual committee member shall be responsible for invoicing the *SEA of SC* through the Committee Chair for reimbursement.

7.6 Banking

7.6.1 Accounts

All funds of the *SEA of SC* shall be deposited to the credit of the *SEA of SC* in such banks, trust companies or other depositories as selected by the *SEA of SC* Board of Directors.

7.6.2 Checks

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the *SEA of SC* shall be signed by such State Officer or State Officers as determined by the *SEA of SC* Board of Directors.

7.7 Records

The *SEA of SC* shall keep correct and complete records of all financial matters. All financial records of the *SEA of SC* may be inspected by any member, or their agent or attorney, for any proper purpose at any reasonable time.

8.0 INDEMNIFICATION AND INSURANCE

8.1 Indemnification

Any person (including the heirs, executors, administrators, estates, legatees or devisees of such person) who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including any action or suit by or in the right of the *SEA of SC* to procure a judgment in its favor) by reason of the fact that (a) he or she is or was a director, officer, employee or agent of the *SEA of SC* or (b) he or she is or was serving at the request of the *SEA of SC* as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, may be indemnified by the *SEA of SC*, if, as and to the fullest extent authorized by the laws of the State of South Carolina, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding. The indemnification provided by this item and by the laws of the State of South Carolina shall not be deemed exclusive of any other rights to which any person indemnified may be entitled under any Article of Organization, agreement, vote of disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, but the invalidity of this sentence shall not affect the other provisions hereof.

8.2 Insurance

The *SEA of SC*, to the extent permitted by pertinent state statutes, may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the *SEA of SC*, or is or was serving at the request of the *SEA of SC* as such a director, officer, employee or designated agent of another corporation (domestic or foreign, nonprofit or for profit), partnership, joint venture, trust or other enterprise.

9.0 AMENDMENT OR REPEAL OF BYLAWS

9.1 By Board of Directors

The *SEA of SC* Board of Directors, by a two-thirds ($\frac{2}{3}$) vote of the entire *SEA of SC* Board of Directors, shall have the authority to adopt, amend or repeal any provision of the Bylaws. The *SEA of SC* Board of Directors shall notify the membership of any such change within thirty (30) days of enactment.

9.2 By Members

Any provision of the Bylaws or any change adopted by the *SEA of SC* Board of Directors in accordance with *Section 9.1* may be amended, added to, repealed or otherwise changed by a mail ballot or at any membership meeting, at which there is a quorum, by the affirmative vote of two-thirds ($\frac{2}{3}$) of the votes cast thereat, provided that the nature of any such proposed change be contained in the notice of any such membership meeting. In the event there is not a quorum at such membership meeting the changes shall be submitted to the membership by mail ballot.

10.0 MISCELLANEOUS

10.1 Gender and Number References

Whenever the text of these Bylaws shall require, the use of the male pronouns he or his shall include such appropriate female pronouns she and her, and the use of the singular number shall include such appropriate plural number and vice versa.

10.2 Headings

Section headings are employed in the Bylaws for reference purposes only and shall not affect the interpretation or meaning of the Bylaws.