

1 **BYLAWS**

2 **of the**

3 **Structural Engineers Association of Kansas & Missouri**

4 **Article I - General**

5 *Section 1.* The name of this not-for-profit corporation, organized under and governed by the laws of the
6 state of Kansas and hereinafter referred to as the Association, shall be "Structural Engineers Association
7 of Kansas & Missouri" in accordance with its Articles of Incorporation.

8 *Section 2.* The Registered Office of the Association shall be located within the state of Kansas at the
9 office of a member of the Association Board of Directors, hereinafter referred to as the Board. This
10 individual shall be a resident of the state of Kansas designated by the Board to serve as the Association's
11 Resident Agent.

12 *Section 3.* The Association shall be a Member Organization of the National Council of Structural
13 Engineers Associations, hereinafter referred to as NCSEA.

14 **Article II - Purpose**

15 *Section 1.* The vision of the Association is to hold paramount the safety, health, and welfare of the public
16 with respect to the analysis, design, construction, and inspection of structures in Kansas and Missouri.

17 *Section 2.* The mission of the Association is to improve the professional practice of structural engineering
18 in Kansas and Missouri.

19 *Section 3.* The objectives of the Association are

- 20 (a) to encourage structural engineers in Kansas and Missouri to pursue excellence and uphold and
21 enhance the honor, integrity, and dignity of their profession; and
22 (b) to advance the technical competence of structural engineers in Kansas and Missouri through
23 meetings, seminars, and other programs; and
24 (c) to equip structural engineers in Kansas and Missouri with the knowledge and skills necessary to
25 employ successful professional, business, and administrative practices; and
26 (d) to establish and maintain a network of structural engineers in Kansas and Missouri to exchange
27 and disseminate information of common interest; and
28 (e) to ensure the adequate educational preparation of students in Kansas and Missouri who intend to
29 become structural engineers upon graduation; and
30 (f) to serve as the collective voice of structural engineers in Kansas and Missouri, increasing public
31 awareness of the profession and speaking out on relevant public policy issues; and
32 (g) to advocate appropriate legislation and regulations that will positively affect structural engineers
33 in Kansas and/or Missouri.

34 *Section 4.* Specific goals of the Association consistent with its vision, mission, and objectives shall, on at
35 least an annual basis, be developed by the President of the Association, hereinafter referred to as the
36 President, and adopted by the Board with or without modifications.

1 **Article III - Membership**

2 *Section 1.* Only individual persons of good character and reputation shall be members of the Association.
3 Membership in the Association implies agreement with and commitment to its purpose and organization
4 as prescribed herein and acceptance of the obligation to adhere strictly to the ethical standards of the
5 structural engineering profession as defined by the Board.

6 *Section 2.* Professional Members shall be those members of the Association

- 7 (a) who are licensed as professional engineers by the state of Kansas or the state of Missouri; and
- 8 (b) who are actively engaged in the professional practice of structural engineering; and
- 9 (c) whose permanent residence or principal place of employment is located within the state of Kansas
10 or the state of Missouri, or within fifty statute miles of a Chapter.

11 *Section 3.* Associate Members shall be those members of the Association who are not licensed as
12 professional engineers by the state of Kansas or the state of Missouri but otherwise qualify as
13 Professional Members and have graduated from an ABET-accredited bachelor's degree or substantially
14 equivalent program in structural, civil, or architectural engineering.

15 *Section 4.* Retired Members shall be those members of the Association who are no longer actively
16 engaged in the professional practice of structural engineering but otherwise qualify as Professional or
17 Associate Members and have previously been so engaged for a minimum of twenty-five years.

18 *Section 5.* Student Members shall be those members of the Association

- 19 (a) who are enrolled full-time in an ABET-accredited bachelor's degree or substantially equivalent
20 program in structural, civil, or architectural engineering, or a graduate degree program in
21 structural engineering; and
- 22 (b) who intend to engage in the professional practice of structural engineering upon graduation; and
- 23 (c) whose permanent residence or educational institution is located within the state of Kansas or the
24 state of Missouri.

25 *Section 6.* Affiliate Members shall be those members of the Association who do not qualify for any of the
26 grades described above.

27 *Section 7.* Only Professional and Associate Members shall have voting rights in the Association, and
28 each Professional and Associate Member shall have exactly one vote. Only Professional Members of the
29 Association shall be eligible for election or appointment to an office therein, including the offices of its
30 Chapters and Committees, unless otherwise approved for specific situations by a two-thirds majority vote
31 of the entire Board. All members of the Association shall be eligible for appointment to its Committees,
32 except as Chairpersons.

33 *Section 8.* Initial application for membership shall be made using forms prescribed by the Board and
34 accompanied by the appropriate initiation fee and annual dues for the grade of membership for which the
35 applicant is best qualified at the time of application. Such application shall include evidence of such
36 qualification and the endorsement of at least one Professional or Associate Member of the Association.
37 Membership of those admitted on or before August 31 of any calendar year shall expire on December 31
38 of the same year, while that of those admitted on or after September 1 shall expire on December 31 of the
39 following year.

1 *Section 9.* Renewal of membership shall occur on an annual basis using forms prescribed by the Board
2 and accompanied by the appropriate annual dues for the grade of membership for which the member is
3 best qualified at the time of renewal. Such application shall include evidence of such qualification if it is
4 for a grade other than the one at which the member was originally admitted or most recently renewed.
5 Grade changes shall not occur between annual renewals. The deadline for membership renewals and the
6 accompanying dues shall be December 31 of each year unless the Board extends it.

7 *Section 10.* An initial or renewal applicant may be denied membership in, or a member may be censured
8 by or expelled from the Association for conduct that violates Section 1 of this Article upon a two-thirds
9 majority vote of the entire Board. Such action may be appealed by the affected applicant or member
10 within thirty days of receiving notice thereof. No publication of the action shall be made until the Board
11 finalizes it following any appeal.

12 **Article IV - Chapters**

13 *Section 1.* The Association shall consist of Chapters organized geographically within the states of Kansas
14 and Missouri. Membership in the Association shall require membership in one of its Chapters. Members
15 of the Association shall not be members of more than one Chapter thereof. Transfer of membership from
16 one Chapter to another shall only occur at the time of annual renewal of membership in the Association,
17 except as prescribed in Section 5 of this Article.

18 *Section 2.* The Board shall establish new Chapters upon petition from at least fifteen Professional and
19 Associate Members of the Association when no existing Chapter is located within fifty statute miles of
20 the location proposed for the new Chapter. A newly established Chapter shall not be represented on the
21 Board until it conducts its annual meeting and elects two Directors in accordance with Articles VI and IX
22 herein, initially designating one to serve for one year and one to serve for two years.

23 *Section 3.* Each Chapter shall adopt, amend as necessary, and submit to the Board for approval its own
24 bylaws, consistent with these Bylaws, and elect five Chapter officers: a president, a vice-president, and a
25 secretary, as well as two Association Directors as prescribed in Article VI herein. Each Chapter may, at
26 the discretion of its officers, appoint its own committees and sponsor student groups at institutions within
27 its region, as defined by the Board, that offer ABET-accredited bachelor's degree programs in structural,
28 civil, or architectural engineering, or a graduate degree program in structural engineering.

29 *Section 4.* Chapters shall retain full autonomy in matters of primarily local concern. However, the
30 Association shall exclusively carry out any and all activities of a statewide or national character in
31 accordance with the direction and authorization of the Board.

32 *Section 5.* Chapters that conduct themselves in a manner inconsistent with these Bylaws or no longer
33 include at least fifteen Professional or Associate Members may be dissolved by a two-thirds majority vote
34 of the entire Board. Upon dissolving a Chapter, the Board shall immediately reassign its members to one
35 or more remaining Chapters and remove from office the Directors elected by the dissolved Chapter.
36 However, if one of the latter is the President-Elect, he or she shall not automatically be removed from
37 office, but shall continue to serve as an ex-officio (nonvoting) member of the Board until his or her term
38 of office as President begins.

1 **Article V - Government**

2 *Section 1.* The Board shall establish the policies, manage the affairs, and direct the activities of the
3 Association, and shall include

- 4 (a) the President; and
- 5 (b) a Vice-President, Secretary, and Treasurer, who with the President shall serve as the Officers of
6 the Association; and
- 7 (c) other Directors.

8 *Section 2.* The President shall have general supervision over the Association and shall preside at all
9 meetings thereof and of the Board. In the absence of the President, the Vice-President shall preside at
10 such meetings.

11 *Section 3.* The duties of the Secretary shall include

- 12 (a) keeping an accurate record of the proceedings of the Association and Board, including minutes of
13 their meetings and lists of their past and present members to facilitate evaluation of each
14 individual's eligibility to hold office in the Association; and
- 15 (b) conducting the correspondence of the Association, including membership applications and
16 renewals, meeting notices, and ballots for elections and other votes; and
- 17 (c) reporting the business affairs of the Association to the Board at each regular meeting thereof and
18 to the members of the Association at its Annual Meeting, the latter report having been audited as
19 directed by the Board; and
- 20 (d) timely filing of all reports required by the state of Kansas or the Federal Government that are not
21 of a primarily financial nature, including the annual report to the state.

22 *Section 4.* The duties of the Treasurer shall include

- 23 (a) having custody of all funds of the Association and maintaining an accurate set of books showing
24 all receipts and disbursements and the account of each member; and
- 25 (b) depositing all moneys received and paying out all monies authorized by the Board on appropriate
26 forms designated thereby; and
- 27 (c) timely payment of the Association's annual dues to NCSEA; and
- 28 (d) collecting an annual financial report from each Chapter; and
- 29 (e) reporting the financial affairs of the Association to the Board at each regular meeting thereof and
30 to the members of the Association at its Annual Meeting, the latter report having been audited as
31 directed by the Board; and
- 32 (f) timely filing of all financial reports required by the state of Kansas or the Federal Government,
33 including tax returns, if any.

34 *Section 5.* The duties of the other Directors shall be as assigned by the President.

35 *Section 6.* The President, another Officer, or another Director, including the President-Elect, may be
36 removed from office if he or she does not or cannot carry out his or her duties in a manner consistent with
37 these Bylaws. Such removal shall require the approval of a two-thirds majority vote of the entire
38 remaining Board, or a two-thirds majority at-large vote of eligible Association members, except that it
39 shall be automatic in the case of resignation or death.

40 *Section 7.* The Board may overturn any action by the President or another Director. Any action by the
41 Board may be overturned by a two-thirds majority at-large vote of eligible Association members.

1 **Article VI - Elections**

2 *Section 1.* Each Chapter shall annually elect, as one of its officers, a Director for a term of office of
3 approximately two years, so that two Directors represent each Chapter at all times. Directors shall remain
4 officers of their respective Chapters at least until the completion of their terms of office as Directors.
5 Duly elected Directors shall take office at the conclusion of the Annual Meeting of the Association in the
6 year in which they are elected.

7 *Section 2.* The President shall be annually elected at-large to a term of office of approximately one year,
8 which shall commence at the conclusion of the Annual Meeting of the Association in the year following
9 the year of his or her election, until which time he or she shall be designated as President-Elect. The
10 eligible candidates for this election shall normally be the Directors who represent Chapters other than that
11 of which the current President-Elect is a member. An eligible Director who does not wish to run for
12 President shall notify the Board and his or her Chapter president in writing at least thirty days in advance
13 of his or her Chapter's annual meeting in the year of the election. If neither Director representing a
14 particular Chapter wishes to run for President, then that Chapter shall elect at its annual meeting a
15 Professional Member of the Association, though not necessarily of that Chapter, to serve as its candidate.
16 Upon expiration of the President's term of office, he or she shall be designated as Past President and shall
17 continue to serve as an ex-officio (nonvoting) member of the Board for one additional year.

18 *Section 3.* In the event of a vacancy in the office of Director, the corresponding Chapter shall elect, as
19 one of its officers, an interim Director to complete the unexpired term. In the event of a vacancy in the
20 office of President, the President-Elect shall immediately assume the office of President and complete
21 both the unexpired term and his or her own term. In the event of a vacancy in the office of President-
22 Elect, a special at-large election shall be conducted.

23 *Section 4.* Directors who complete two consecutive terms of office shall be ineligible for reelection for a
24 period of one year. Directors who, for any reason other than dissolution of their Chapter by the Board,
25 leave office prior to the expiration of their terms shall be ineligible for reelection for a period of two
26 years. In any given year, the current Past President, President, and President-Elect shall be ineligible for
27 reelection to the offices of Director or President.

28 *Section 5.* Upon taking office following each year's elections, the Board shall, as its first order of
29 business, elect the Vice-President, Secretary, and Treasurer from among its members. However, the
30 President-Elect shall be ineligible for these offices.

31 *Section 6.* The Board shall elect a Professional Member of the Association, who may or may not be one
32 of its Directors, to serve as the Association's NCSEA Delegate for a term of one year that shall coincide
33 with NCSEA's fiscal year. There shall be no limit on the number of consecutive or non-consecutive terms
34 that a member may serve as Delegate. The Delegate or a Board-designated Alternate shall, at the expense
35 of the Association, participate in the NCSEA Annual Conference and any other NCSEA meetings and
36 events approved by the Board. The Delegate shall make every effort to attend all regular meetings of the
37 Board to report on the activities and decisions of NCSEA and receive direction from the Board regarding
38 any pending NCSEA issues.

39 *Section 7.* At-large elections and other votes, where prescribed herein, shall be conducted by mail ballot
40 or at a regular or special meeting of the Association with provision for proxy voting by those unable to
41 attend. When these Bylaws require or the Board authorizes a mail ballot, the Secretary shall distribute
42 such ballot, together with all supplemental information deemed necessary by the Board, to all
43 Professional and Associate Members of the Association within thirty days of the action by which the
44 election or vote was called. The Secretary shall then canvass all returned ballots received within thirty
45 days of their distribution.

1 *Section 8.* Except where prescribed otherwise herein, all those eligible and casting ballots shall decide all
2 elections and other votes, and such decisions shall require a simple majority of the votes cast. Where
3 more than two candidates or options are presented, and no candidate or option receives a majority on the
4 first ballot, additional ballots, with the candidate or option receiving the fewest votes on the previous
5 ballot removed, shall be distributed and cast until the election or vote is decided. In the event of a tie in
6 the election of the President, the Board shall cast a secret ballot to select one of the tied candidates.

7 **Article VII - Committees**

8 *Section 1.* Standing and special Committees of the Association may be established by the Board or by an
9 at-large vote of the eligible members of the Association for specific purposes. The scope, duties, size,
10 and duration of each Committee shall be defined at the time at which it is created.

11 *Section 2.* The President shall, with the approval of the Board, appoint the members of each Committee,
12 including its Chairperson, to a term of office of one year, which shall commence on July 1, and shall
13 serve as an ex-officio (nonvoting) member of all committees. Chairpersons shall be eligible for
14 reappointment to that office only once consecutively. Each Committee shall have at least one member
15 from each Chapter.

16 *Section 3.* The Chairperson of each Committee shall submit a written report of the Committee's activities
17 to the Board prior to each of the Board's regular meetings. The Chairperson shall attend a meeting of the
18 Board to deliver this report in person when requested to do so by the Board.

19 *Section 4.* Standing Committees shall continue to operate until such time as they are dissolved by the
20 Board or by an at-large vote of the eligible members of the Association. Special Committees shall cease
21 to operate after the amount of time specified upon their creation unless they are reauthorized by the Board
22 or by an at-large vote of the eligible members of the Association.

23 **Article VIII - Revenue**

24 *Section 1.* The Board shall collect an initiation fee in the amount of ten dollars (\$10.00) from all initial
25 applicants for all grades of membership in the Association, except that this fee shall be waived for
26 applicants for Student Member grade.

27 *Section 2.* The Board shall collect annual dues from each member of the Association. The Board shall
28 establish the amount of such dues for each grade of membership specified in Article III herein. However,
29 a proposed increase in dues for any grade that exceeds the greater of twenty-five percent (25%) of the
30 previous year's dues or twenty-five dollars (\$25.00) shall take effect only when it is approved by a two-
31 thirds majority at-large vote of the eligible members of the Association. Dues changes authorized on or
32 before August 31 of any calendar year shall take effect on September 1 of that year, while dues changes
33 authorized on or after September 1 shall take effect on September 1 of the following year.

34 *Section 3.* The Board may propose special assessments from Professional and Associate Members for
35 specific purposes. The Board shall collect such assessments only when they are approved by a two-thirds
36 majority at-large vote of the eligible members of the Association.

37 *Section 4.* The Board may authorize and collect a registration fee from those members who attend the
38 Annual Meeting or another meeting of the Association or one of its Chapters. For the Annual Meeting,
39 the Board shall establish the amount of such fee with the intent of covering only the costs associated with
40 the meeting itself, and not as a means of obtaining additional revenue for the Association.

1 *Section 5.* The Board may accept additional contributions from any reasonable source, provided that its
2 business activities are substantially related to, and the funds so received are exclusively used in a manner
3 consistent with, the purpose of the Association as described in Article II herein. Individuals and
4 organizations making such contributions shall be designated as Sponsors of the Association but shall not
5 have any powers, duties, or privileges therein.

6 *Section 6.* No member of the Association, including its Officers and Directors, shall receive a salary or
7 other compensation from the Association, except for expenses incurred on behalf of the Association that
8 are reported to and approved by the Board on forms prescribed thereby. Funds of the Association derived
9 from initiation fees and annual dues shall not be used for lobbying.

10 *Section 7.* The Board may provide funding for Chapter and Committee activities at its sole discretion.
11 Chapters and Committees shall not collect any fees, dues, or assessments from their members, or
12 contributions of any kind from any other source, except that Chapters may collect reasonable registration
13 fees for their meetings. At no time shall the balance of any Chapter's funds exceed the amount of one
14 thousand dollars (\$1,000.00) unless specifically authorized by the Board.

15 *Section 8.* The fiscal year of the Association shall begin on September 1 and end on August 31. The
16 President, in consultation with the Treasurer, shall submit a proposed budget for the next fiscal year to the
17 Board not later than July 1 of each year. The Board shall adopt a final budget and publish and transmit it
18 to all members of the Association by September 1.

19 **Article IX - Meetings**

20 *Section 1.* The Association shall hold an Annual Meeting of its members for the purpose of conducting
21 the election of the President and any other business of the Association. The Board shall determine the
22 place and time of the Annual Meeting, but it shall occur at a location within Kansas or Missouri and not
23 sooner than April 15 nor later than June 15. The Board or a three-fourths majority vote of any Chapter
24 may call additional meetings of the Association at any time. The Secretary shall provide notice of each
25 meeting and the specific items to be discussed to all Association members at least thirty days in advance.
26 A quorum for duly notified Association meetings shall consist of those Professional and Associate
27 Members present or voting by proxy.

28 *Section 2.* Each Chapter shall hold an annual meeting of its members for the purpose of conducting the
29 election of its officers and any other Chapter business. The officers of each Chapter shall determine the
30 place and time of its annual meeting, but it shall occur at a location within the Chapter's region, as defined
31 by the Board, and not sooner than January 1 nor later than March 1. All other Chapter meetings shall be
32 conducted at the discretion of each Chapter in accordance with its own bylaws.

33 *Section 3.* The Board shall meet at least once during each quarter of each year at a time and place
34 determined by the Board. The President or any three other Directors may call additional meetings of the
35 Board at any time. The Secretary shall provide notice of each meeting and the specific items to be
36 discussed to all Board members at least seven days in advance. A quorum for duly notified Board
37 meetings shall consist of a majority of the Board that includes at least one representative from each
38 Chapter. A Director may designate in writing another officer of the same Chapter to serve as his or her
39 proxy for a particular Board meeting.

1 *Section 4.* Each Committee shall meet at least once during each quarter of each year at a time and place
2 determined by the Committee. The Chairperson may call additional meetings of the Committee at any
3 time. The Chairperson shall provide notice of each meeting and the specific items to be discussed to the
4 President and all Committee members at least seven days in advance. A quorum for duly notified
5 Committee meetings shall consist of the Chairperson and a majority of the remaining members of the
6 Committee.

7 *Section 5.* All meetings of the Association, its Chapters, the Board, and its Committees shall be
8 conducted in accordance with *Robert's Rules of Order Revised*, 1915 version, as applicable and where not
9 inconsistent with the law, these Bylaws, or any special rules of order adopted by the Board.

10 **Article X - Amendments**

11 *Section 1.* Amendments to these Bylaws may be proposed by a simple majority vote of the Board or by a
12 three-fourths majority vote of any Chapter.

13 *Section 2.* A proposed amendment shall become effective only when approved in an at-large vote by mail
14 ballot in which not less than one-fourth of the eligible Members cast ballots and a two-thirds majority of
15 the votes cast are in the affirmative. The ballot shall include or be accompanied by, at a minimum, the
16 complete text of the proposed amendment. An approved amendment shall become effective immediately.

17 **Article XI - Dissolution**

18 In the event of the dissolution of the Association, its net assets shall be distributed pro rata to its members
19 in proportion to their annual dues.

20 **Article XII - Implementation**

21 *Section 1.* With the exception of Article X as described in Section 4 of this Article, these Bylaws shall
22 take effect immediately upon their adoption by a two-thirds majority vote of those present or voting by
23 proxy at an Organizational Meeting called by the Incorporators of the Association. Only those who meet
24 the qualifications for Professional or Associate membership as described in Article III herein and who
25 have paid the initiation fee and annual dues prescribed in Article VIII herein shall be eligible to
26 participate in this vote. All members of the Association at the time of adoption of these Bylaws shall be
27 designated as Charter Members but otherwise shall not have any powers, duties, or privileges beyond
28 those prescribed herein for the various grades of membership.

29 *Section 2.* Following the adoption of these Bylaws, the Professional and Associate Members present at
30 the Organizational Meeting shall caucus into Chapters established by the Incorporators of the Association
31 in accordance with Article IV herein. Each Chapter shall nominate one of its Professional Members
32 present for the office of President. The Professional and Associate Members present or voting by proxy
33 shall then elect the President at-large from among these candidates. The President so elected shall take
34 office at the conclusion of the Annual Meeting of the Association in the year in which the Organizational
35 Meeting takes place.

36 *Section 3.* After the Organizational Meeting, each Chapter shall hold its annual meeting to elect its
37 officers, including two Association Directors, in accordance with Articles IV, VI, and IX herein. The
38 President-Elect shall then be elected at the Annual Meeting of the Association in accordance with Articles
39 VI and IX herein.

1 *Section 4.* Article X herein shall not take effect until July 1 of the year following the year in which the
2 organizational meeting takes place. Until this date, amendments to these Bylaws may be enacted by a
3 simple majority vote of the Board and shall take effect immediately, except that any amendments that
4 affect Article X herein or this Section must be enacted in accordance with the provisions of Article X
5 herein as stated.

6 *Section 5.* The Incorporators of the Association shall exercise all powers and duties of the Board
7 prescribed herein until the duly elected President, Directors, and President-Elect take office, in
8 accordance with the laws of the state of Kansas.