

BYLAWS Adopted: _____
OF
STRUCTURAL ENGINEERS ASSOCIATION OF RHODE ISLAND, INC.

ARTICLE I

LOCATION AND GENERAL INFORMATION

SECTION 1: The name of this corporation shall be the Structural Engineers Association of Rhode Island, Inc.

SECTION 2: The principal office of the Corporation shall be located at the office of the Secretary of the Board of Directors.

SECTION 3: The Corporation shall have and will continuously maintain in the State of Rhode Island a registered office and a registered agent whose office is identical with such registered office.

SECTION 4: The Corporation is established to pursue the common interests of individuals who practice structural engineering. Specific interests include:

- a. To advance the technical practice of structural engineers through meetings, seminars, and educational programs.
- b. To improve the professional, business, and administrative practice of structural engineering firms.
- c. To advance proper legislation affecting structural engineering practice.
- d. To establish a network among the members of the Corporation to communicate information of common interests to structural engineers.
- e. To cultivate social contact within its membership, and by closer association and a better mutual understanding, discourage unethical and detrimental practice, and inspire a resolve to act collectively to benefit our profession.
- f. To encourage the pursuit of excellence in our practice, to maintain the honor and dignity of our profession, and to serve the public.
- g. To serve as spokesman to the public on matters of structural engineering.

ARTICLE II

MEMBERSHIP

SECTION 1: Members: Individuals who are licensed in the State of Rhode Island as professional engineers and practice structural engineering shall automatically be admitted as Members of the Structural Engineers Association of Rhode Island upon application.

BYLAWS OF
STRUCTURAL ENGINEERS ASSOCIATION OF RHODE ISLAND

- (a) Members have full voting privileges

SECTION 2: Associate Members: Individuals who are not otherwise eligible for membership and practice structural engineering may, upon application and approval, become participants in the communications and activities of this Corporation.

- (a) Associate Member applications shall be reviewed by the Board of Directors of the Corporation. A majority vote by the Board in favor of each applicant shall be required for admission.
- (b) Associate members shall neither have voting privileges nor be eligible for election as an Officer or Director.

SECTION 3: Affiliate Sponsors: Individuals other than structural engineers sharing an interest in the activities of structural engineers and this Corporation may, upon application and approval, become participants in the communications and activities of this Corporation.

- (a) Affiliate Sponsor applications shall be reviewed by the Board of Directors of the Corporation. A majority vote by the Board in favor of each applicant shall be required for admission.
- (b) Affiliate Sponsors shall neither have voting privileges nor be eligible for election as an Officer or Director.

SECTION 4: Student Members: Individuals who are currently studying structural engineering in an accredited degree program may, upon application and approval, become participants in the communications and activities of this Corporation.

- (a) Student Member applications shall be reviewed by the Board of Directors of the Corporation. A majority vote by the Board in favor of each applicant shall be required for admission.
- (b) Student Members shall neither have voting privileges nor be eligible for election as an Officer or Director.

ARTICLE III

REMOVAL AND SUSPENSION

SECTION 1: Removal of Members: Members no longer meeting the requirements of Article II, Section 1 shall be removed from membership. The removed member may apply for Associate Member status.

SECTION 2: Members, Associate Members, and Affiliate Sponsors are subject to suspension or removal for activity blatantly and knowingly contrary to the purpose of this Corporation by the petition of at least five Members. The Board of Directors shall consider such petitions, and if the circumstances appear to warrant, notify the individual concerned; and offer the individual the opportunity to defend himself or herself against the claim at a subsequent Board Meeting. After such a hearing, or the rejection of the offer of the hearing, the Board shall vote on the

BYLAWS OF
STRUCTURAL ENGINEERS ASSOCIATION OF RHODE ISLAND

matter. A majority vote of the Board is necessary for the suspension or removal of a Member or Associate Member.

SECTION 3: Members, Associate Members, and Affiliate Sponsors removed from membership shall not again be entitled to membership unless the Board of Directors, by a majority vote, decides that circumstances favor such consideration.

SECTION 4: A Member, Associate member, or an Affiliate Sponsor may resign his or her membership in this Corporation by written communication to the Board of Directors.

ARTICLE IV

DUES AND FINANCIAL ACCOUNTING

SECTION 1: Application fees for Members, Associate Members, and Affiliate Sponsors, will be established by the Board of Directors of this Corporation.

SECTION 2: The annual dues for this Corporation shall be set by the Board of Directors for all categories of membership, and shall be paid in advance by all members in accordance with a schedule approved by the Board.

SECTION 3: Any member whose Corporation dues are more than three months in arrears shall be suspended and thereby shall forfeit all privileges of membership. However, the Board of Directors, at its discretion, may extend the time of payment and privileges.

SECTION 4: The Board of Directors, at its discretion, may remit part or all of the dues of any member.

SECTION 5: Any additional moneys required to carry on the activities of this Corporation shall be raised through assessments. Any assessments levied by the Board of Directors shall be referred to the Members by a letter ballot. If two-thirds of those voting vote favorably, provided at least 50% of the Members vote, the assessment shall be declared carried.

SECTION 6: The fiscal year shall begin on July 1 and end on June 30.

SECTION 7: The Treasurer of the Corporation shall submit a budget to the Board of Directors on or before May 15 each year and the budget, as approved by the Board, shall be published and transmitted to the membership by September 15.

SECTION 8: At the end of the fiscal year, a treasurer's report corresponding in form to the approved budget shall be published and transmitted to the membership before September 15.

BYLAWS OF
STRUCTURAL ENGINEERS ASSOCIATION OF RHODE ISLAND

ARTICLE V

BOARD OF DIRECTORS

SECTION 1: The powers of the Corporation shall be exercised, its property controlled, and its affairs conducted by the Board of Directors, except as limited by these bylaws.

SECTION 2: The Board of Directors of this Corporation shall consist of four persons, all of whom shall be Members as described in Article II, Section 1.

SECTION 3: The term of office for Directors shall be two years; provided that for the first election two Directors shall be elected for terms of one year and two Directors shall be elected for terms of two years. No Director shall be elected to serve for more than three consecutive terms.

SECTION 4: The election of Directors shall be as set forth in Article VII. In the absence of elections, each Director shall continue until a successor is duly elected.

SECTION 5: Terms of office shall commence on July 1, except in the case of appointments to unexpired terms as hereinafter provided.

SECTION 6: A vacancy in any Officer or Director position caused by death, disability, or resignation shall be filled by the Board of Directors, and the person so appointed shall hold office for the remainder of the unexpired term.

ARTICLE VI

POWERS AND DUTIES OF OFFICERS AND BOARD OF DIRECTORS

SECTION 1: The officers of this Corporation shall be selected by the Board of Directors from the members within their group. The officers shall be a President, a Vice President, a Secretary, and a Treasurer. Officers shall be selected by August 1.

SECTION 2: The Powers and Duties of the President:

- (a) The President shall be the chief governing officer and shall be the Chairperson at all meetings of the Corporation and of the Board of Directors.
- (b) The President shall serve as spokesperson for the Corporation and the Board of Directors.

SECTION 3: The Powers and Duties of the Vice President:

- (a) The Vice President shall fulfill the duties of the Chairperson in absence of the President.
- (b) In the event that the office of President is vacated, as hereinbefore provided, the Vice President shall fulfill the duties of the President, and appoint another Director to fulfill the duties of Vice President, both for the remainder of the term.

BYLAWS OF
STRUCTURAL ENGINEERS ASSOCIATION OF RHODE ISLAND

SECTION 4: The Powers and Duties of the Secretary:

- (a) The Secretary shall keep an accurate record of all meetings of the Corporation and the Board of Directors. A copy of such minutes shall be preserved in the Corporation's offices.
- (b) The Secretary shall preserve the Articles of Agreement, the Bylaws, membership lists, and all other Corporation records and have charge of communications to members.

SECTION 5: The Powers and Duties of the Treasurer:

- (a) The Treasurer shall be custodian of all funds and financial records of the Corporation. The Treasurer may make disbursements and shall be accountable to the Board of Directors.
- (b) The Treasurer shall prepare budgets and financial reports as specified in Article IV.

SECTION 6: The Board of Directors shall appoint all committees and each committee shall have a Director as member. The Board shall also prepare and maintain an appropriate form for Member, Associate Member, and Affiliate Sponsor membership applications.

ARTICLE VII

NOMINATIONS AND ELECTION OF DIRECTORS

SECTION 1: The Board of Directors shall select a nominee for each expiring position of director and publish the nominations to the membership by May 15. Additional nominations may be submitted in writing, signed by representatives of no fewer than three Members, on or before May 31.

SECTION 2: The Board's nominees and any additional nominations shall be submitted to all members for consideration. Voting shall be by ballot on or before June 15.

SECTION 3: The Director vacancies shall be filled by those attaining the highest number of votes. Ties for the last vacant position shall be immediately decided by a hand vote of the Board of Directors to select one of the candidates for whom the vote is a tie.

SECTION 4: In the event a candidate receiving a majority of the votes is unable to take office, the Board of Directors shall nominate, within thirty days, one or more Members to fill the vacancy. An election to fill such vacancy shall then be held conforming to the general procedure outlined above.

BYLAWS OF
STRUCTURAL ENGINEERS ASSOCIATION OF RHODE ISLAND

ARTICLE VIII

VOTING

SECTION 1: Eligible voters must have all dues and assessments, if any, paid.

SECTION 2: Each Member in good standing shall have one vote.

SECTION 3: A majority vote shall be sufficient to take any action except as otherwise provided.

ARTICLE IX

MEETINGS

SECTION 1: Regular meetings shall be held at times and places hereafter determined by the President, with the approval of the Board of Directors. Special meetings may be held either at the call of the President or of two other members of the Board of Directors.

SECTION 2: An Annual Meeting shall be held in September of each year. Notice shall be given at least thirty days in advance.

SECTION 3: Quorums:

- (a) Representation by twenty percent of the Members in good standing shall constitute a quorum at any meeting of this Corporation.
- (b) Three-fourths of the Members of the Board of Directors shall constitute a quorum of the Board.
- (c) A majority shall constitute a quorum of all committees.

ARTICLE X

STANDING COMMITTEES

SECTION 1: The Standing Committees of this Corporation shall be:

- (a) Professional Development
- (b) Business Practices
- (c) Legislative

SECTION 2: Responsibilities and Activities of Standing Committees:

- (a) The Professional Development Committee shall be responsible for educational activities directed toward advancing the technical knowledge of structural engineering. The committee shall monitor research and development in this field, and organize at least one Corporation meeting each year, focused on a technical subject of interest and importance to the membership.

BYLAWS OF
STRUCTURAL ENGINEERS ASSOCIATION OF RHODE ISLAND

- (b) The Business Practices Committee shall be responsible for educational activities directed toward advancing the business practices of structural engineering firms. The committee shall organize at least one Corporation meeting each year, focused on a business practice subject of interest and importance to the membership.
- (c) The Legislative Committee shall monitor legislation affecting the practice of structural engineering. The committee shall be responsible for informing and organizing the membership toward the advancement of proper legislation and opposition to improper legislation.

SECTION 3: The President may appoint special committees as needed.

SECTION 4: Committees shall present a report of their activities at a regular meeting of the membership.

ARTICLE XI

AMENDMENTS

SECTION 1: These bylaws may be repealed or amended by a two-thirds majority of votes cast.

SECTION 2: Bylaws changes may be initiated by a petition signed by at least three Members or by the Board of Directors.

SECTION 3: Proposed bylaws changes, in writing, shall be sent to all Members at least thirty days before voting takes place.

SECTION 4: Voting bylaws changes and amendments thereto shall be by ballot at the annual meeting. A quorum of the Members is required to conduct a vote for amending or repealing these bylaws.