

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 three  
thousand dollars (\$3,000), unless specifically authorized by the Board.

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

## 18 **Article IX - Meetings**

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

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

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