

BYLAWS
of the
STRUCTURAL ENGINEERS ASSOCIATION OF CALIFORNIA

Adopted by the SEAOC Board of Directors, May 20, 2000

ARTICLE I
Name

Section 1 The name of this Association shall be the STRUCTURAL ENGINEERS ASSOCIATION OF CALIFORNIA, INC. also referred to herein as SEAOC, the Association and the Corporation.

ARTICLE II
Objectives --- General Provisions

Section 1 The objectives of this Association shall be to advance and promote the art, science and profession of structural engineering, to act in the interests of its members practicing structural engineering, to pursue the specific purposes set forth in the Articles of Incorporation and to assure reasonable standards to safeguard the public safety and welfare.

Section 2 The Association shall coordinate and unify the activities of the Member Organizations, defined hereinafter, on statewide and national issues of interest, recognizing that the Member Organizations are independent and autonomous Corporations or Associations.

Section 3 This Association is organized under the California Non-Profit Mutual Benefit Corporation Law. No member of this Association shall by reason of membership herein be or become entitled at any time to receive any assets, property, income or earnings from the Association, or by reason of membership herein, to profit therefrom in any manner.

ARTICLE III
Emblem

Section 1 This Association shall have an official emblem.

ARTICLE IV Membership

Section 1 A "Member Organization" is defined as one of the organizations listed hereinafter.

Section 2 Member Organizations shall consist of the Structural Engineers Association of Northern California (SEAONC), the Structural Engineers Association of Southern California (SEAOSC), the Structural Engineers Association of Central California (SEAOCC), the Structural Engineers Association of San Diego (SEAOSD), and such other Structural Engineers Associations as may hereafter qualify for and be duly approved for Member Organization status.

Section 3 Individual members of a Member Organization shall, by virtue thereof, be members of this Association. The Voting Members of this Association shall be Voting Members of a Member Organization who shall either be a registered Civil Engineer with authority to use the title "Structural Engineer" or a registered Civil Engineer, in the State of California.

Section 4 No Member Organization, having a matter of interest which is influential beyond its local area, shall unilaterally take a position on such matter without the permission of the Board of Directors of SEAOC.

Section 5 A Member Organization desiring to make public its position on a matter of interest beyond its local area shall forward such proposed action to the Association Executive Committee and to the Presidents of the other Member Organizations. The Executive Committee shall coordinate and expedite action by the Board of Directors to accommodate the time schedule suggested by the originating Member Organization. The Board of Directors may either endorse or recommend against the proposed position, or may adopt such position as that of SEAOC.

ARTICLE V Member Organization - Admission, Expulsion, Resignation

Section 1 The Board of Directors shall consider proceedings toward the admission of a new Member Organization.

- a. Admission to Member Organization status shall be by invitation. A prospective Member Organization shall, upon request, furnish a copy of its Articles of Incorporation and Bylaws, together with a complete list of its membership, and other information as may enable the Board of Directors to determine its qualifications for the membership. The membership list shall identify members registered as a Civil Engineer with authority to use the title "Structural Engineer," and as a registered Civil Engineer in the State of California.

b. The Board of Directors shall review the qualifications of a prospective Member Organization provided that its registered Civil Engineer membership is fifty (50) or more and that not less than twenty (20) have authority to use the title “Structural Engineer” in the state of California. If the Board of Directors determines that the prospective Member Organization qualifies for Member Organization status, an invitation may be issued to the organization to become a Member Organization of this Association.

c. The prospective Member Organization shall be duly elected to Member Organization status by an affirmative vote of the Board of Directors and said election has been ratified by at least two-thirds (2/3) of the votes cast by the Voting Members of this Association.

Section 2

a. The Board of Directors shall consider proceedings toward expulsion of a Member Organization upon and with written request of five percent (5%) or more of the Voting Members of this Association, properly signed, for cause set forth. If circumstances appear to warrant further action, the Board of Directors shall advise the subject Member Organization of the alleged cause for expulsion. The subject Member Organization may present a response either by representation or in writing, which shall be considered at a meeting of the Board of Directors, of which the Member Organization shall receive due notice.

b. No Member Organization may be expelled unless due notice has been given and then only as follows:

1. There is an affirmative vote for expulsion by the Board of Directors, except that the Directors from the Member Organization under expulsion proceedings shall not be eligible to vote, and said expulsion has been ratified by at least two-thirds (2/3) of the votes cast by the Voting Members of the Association.

Section 3 A Member Organization may resign by written communication to the Secretary, who shall acknowledge its receipt and present it to the Board of Directors. If all the current dues and assessments have been paid, the resignation of the Member Organization shall be accepted.

Section 4 On resignation, expulsion or other withdrawal, a Member Organization shall have no rights or claim to any property of the Association, and on such resignation, expulsion or other withdrawal, such Member Organization ceases to have any right and claim or interest in the property or assets of this Association, except such as may be voted by the Board of Directors immediately prior to the effectiveness of the resignation, expulsion or withdrawal.

ARTICLE VI Board of Directors

Section 1 The Board of Directors shall consist of Directors appointed or elected in accordance with the individual Member Organizations' procedures and in compliance with these Bylaws. Only Voting Members of this Association with authority to use the title "Structural Engineer" in the State of California may serve as Directors.

Section 2 The number of Directors from each member Organization shall be based on the number of Voting Members in its membership as defined under Article IV, Section 3. Member Organizations with less than 100 Voting Members are entitled to one (1) Director, 100 to 1000 Voting Members to two (2) Directors, 1001 to 2000 Voting Members to three (3) Directors, and over 2000 Voting Members to four (4) Directors.

Section 3 The Directors shall hold office for two years or until a successor is elected or appointed.

Section 4 Member Organizations may appoint or elect an Alternate Director to act in the absence of any one of their Directors, with the full rights of the absent Director.

Section 5 Voting members of the Board are exclusively the Directors or their Alternate Director. Proxy votes are not permitted.

Section 6 The Board of Directors shall direct and control the affairs of the Association. No unilateral action in the name of the Association shall be taken by any Director.

Section 7 Action of the Association shall require an affirmative vote of at least two-thirds (2/3) of the total number of Directors. The determination of dues or assessments shall require an affirmative vote of at least three-fourths (3/4) of the total number of Directors.

Section 8 The Board of Directors shall elect the Officers. A Director may serve as an Officer. A majority vote qualifies a candidate for office.

ARTICLE VII Officers

Section 1 The Officers of this Association shall be a President, President-Elect, Secretary and a Treasurer and such other Officers as shall be duly elected.

Section 2 The President shall be the chief elected officer of the Association; the President's decisions shall be official unless overruled by the Board of Directors. The President shall preside at all meetings of the Board of Directors, report the activities of the Association at the Annual Meeting of members, supervise the Association's offices and perform such other duties as normally attach to the President of a non-profit corporation, or as may be set forth in these Bylaws. On matters of immediate concern,

the President may call a meeting of the Executive Committee to act on behalf of the Board.

Section 3 The President-Elect shall assume the duties of the President in the absence of the President.

Section 4 The Secretary shall control the keeping of the minutes of meetings of the Association and of the Board of Directors, and control the Association records.

Section 5 The Treasurer shall control the general funds and trust funds of the Association, and shall provide periodic financial reports to the Board of Directors, including an annual report.

Section 6 Officers shall be Voting Members of this Association with authority to use the title "Structural Engineer" in the State of California and shall hold office for one year or until a successor is elected or appointed.

ARTICLE VIII Meetings

Section 1 The Board of Directors shall meet at the call of the President not less than four (4) times per year.

Section 2 A quorum, for purposes of conducting the business of the Association, shall be a majority of the Board of Directors.

Section 3 The Association shall conduct an Annual Meeting of the membership, and the President shall present an annual report of the activities of SEAOC.

ARTICLE IX Committees

Section 1 Standing and/or Special Committees, other than those established herein, may be appointed or dissolved by the President as authorized by the Board of Directors. The duties and powers of such committees shall be established by the Board of Directors. The President shall be an ex officio member of all committees, without right of vote in such committees unless stipulated otherwise by the Board of Directors.

Section 2 There shall be established an Executive Committee which shall consist of the President and four (4) Voting Members, one from each Member Association, appointed by the President and approved by the Board of Directors. The President shall serve as chair of this committee.

Section 3 The Executive Committee shall meet at the discretion of the President and shall have authority to conduct business for the Board of Directors when it is deemed impractical to call a special meeting of the Board or where action is necessary prior to the

next scheduled Board meeting. The Executive Committee shall abide by Board Policies and previous actions. The Executive Committee shall report in writing all its activities and decisions to the Board of Directors immediately after such decisions, and for ratification at its next meeting.

ARTICLE X Revenue

Section 1 Dues or assessments of individual members shall be collected by the Member Organizations.

Section 2 Upon request of the Board of Directors, additional funds may be voted to this Association by the Member Organizations on the prorata basis stated above if mutually agreeable.

ARTICLE XI Amendments

Section 1 Amendments to these Bylaws may be proposed by any Director.

Section 2 Amendments of these Bylaws shall require an affirmative vote of the following:

- a. By at least two-thirds (2/3) of the Board of Directors, and
- b. By at least two-thirds (2/3) of the votes cast by the Voting Members.

Section 3 Amendments become effective upon the fulfillment of the requirements under Section 2 of this Article.

ARTICLE XII
Miscellaneous Provisions

Section 1 Inspection of Corporate Records.

a. Subject to Sections 8330, 8331, 8332 of the California Nonprofit Mutual Benefit Corporation Law, a member may do either or both of the following for a purpose reasonably related to the member's interest as a member:

1. Inspect and copy the record of all the member's names, addresses, and voting rights, at reasonable times, upon five (5) business days prior written demand upon the Association, which demand shall state the purpose for which the inspection rights are requested; or
2. Obtain from the Secretary of the Association, upon written demand and tender of a reasonable charge, a list of the names, addresses, and voting rights of those members entitled to vote for the election of Directors, as of the most recent record date for which it has been compiled, or as of a date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested.

b. The accounting books and records and minutes of proceedings of the members and the Board and committees of the Board shall be open to inspection upon written demand upon the Association of any member at any reasonable time for a purpose reasonably related to such person's interest as a member.

Section 2 Inspection of Articles and Bylaws. The Association shall keep at its principal office in the State of California the original or a copy of its Articles and these Bylaws as amended to date, which shall be open to inspection by members at all reasonable times during office hours.

Section 3. Endorsement of Documents; Contracts. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing and any assignment or endorsement thereof executed or entered into between the Association and any other person, when signed by the President and either the Executive Director, the Secretary or the Treasurer of the Association, shall be valid and binding on the Association in the absence of actual knowledge on the part of the other persons that the signing Officers had no authority to execute the same. Any such instruments may be signed by any other person or persons and in such manner as from time to time shall be determined by the Board and, unless so authorized by the Board, no Officer, agent, or employee shall have any power or authority to bind the Association by any contract, or to pledge its credit or to render it liable, for any purpose or amount.

ARTICLE XIII Indemnification

Section 1 Definitions. For the purposes of this Article, “agent” means any person who is or was a Director, Officer, employee, or other agent of the Association, or is or was serving at the request of the Association as a Director, Officer, employee, or agent of another Association, whether foreign or domestic or of a partnership, joint venture, trust, or other enterprise.

For purposes of this Article, “proceeding” means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative.

For purposes of this Article, “expenses” includes, without limitations, attorneys’ fees and any expenses of establishing a right to indemnification under the Sections of this Article.

Section 2 Indemnification in Actions by Third Parties. The Association shall have full power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was an agent of the Association, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the Association and, in the case of a criminal proceeding, if such a person had no reasonable cause to believe the conduct was unlawful.

Section 3 Indemnification Against Expenses. To the extent that an agent of the Association has been successful on the merits in defense of any proceeding referred to in Section 1 or Section 2 of this Article, or in defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent on connection therewith.

Section 4 Indemnification Not Permitted. No indemnification or advance shall be made under this Article in any circumstance where it appears that it would be inconsistent with a provision of the Articles of Incorporation, these Bylaws, a resolution of the members, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or that it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 5 Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any agent of the Association against any liability asserted against or incurred by the agent in such capacity or arising out of the agent’s status as such, whether or not the Association would have the power to indemnify the agent from and against such liability under the provisions of this Article.