

ARTICLE I

NAME, LOCATION, PURPOSE

SECTION 1 - Name

This non-profit organization shall be known as the Structural Engineers Association of Arkansas, hereinafter referred to as SEAoAR. Chapters of the SEAoAR shall be named after the Chapter's principal city or geographical region.

SECTION 2 - Location

The official address of SEAoAR will be determined by the State Board of Directors, and the Official address of a Chapter will be determined by the Chapter Board of Directors.

SECTION 3 - Purpose

The SEAoAR shall promote the common interests of its members and enhance the public's right to safe, reliable, and economical structures by advancing the practice of structural engineering through:

- A. Developing and maintaining communication with the State Legislature;
- B. Coordinating the activities of its members engaged in issues affecting the practice of structural engineering throughout the State of Arkansas;
- C. Providing a forum for the development, review, and adoption of technical provisions of building codes, design standards, and construction standards;
- D. Encouraging the improvement of the practice of structural engineering among its membership and the engineering community at large;
- E. Enhancing the stature, recognition, and image of the structural engineering profession with the general public;
- F. Promoting the adoption of professional structural engineering licensing;
- G. Promoting continuing education lectures, lunch and learns, and conferences;
- H. encouraging members to maintain strict ethical standards in their professional practice and
- I. Assisting the public in obtaining accurate and timely information on issues relating to the design, construction, and performance of structures.

ARTICLE II

ORGANIZATION

SECTION 1 – National Council of Structural Engineers Association

The SEAoAR is a state Structural Engineers Association (also referred to as a Member Organization or MO) of the National Council of Structural Engineers (NCSEA).

SECTION 2 – State Board of Directors

The SEAoAR's fiduciary, legal, and policy-based governance shall be managed by a State Board of Directors consisting of State Officers and Chapter Representatives.

A. State Officers

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

B. Chapter Representatives

1. Each Chapter, except for Student Chapters, shall have one (1) Representative on the State Board of Directors.
2. Chapter Representatives must be a Chapter Officer.

SECTION 3 – Chapter Board of Directors

A Chapter's operations shall be managed by a Chapter Board of Directors consisting of Chapter Officers. A Chapter Board of Directors acts under the jurisdiction of the State Board of Directors. All operations of a Chapter shall fall within the framework of the SEAoAR Bylaws. Any conflicts in operations between a Chapter and the SEAoAR shall be resolved in favor of the SEAoAR.

A. Chapter Officers

1. President
2. Vice-President
3. Secretary

SECTION 4 – SEAoAR Officer Role, Powers, and Duties

The power and duties of each State and Chapter Officer shall be defined in the "SEAoAR Officer Powers and Duties" document and published on the SEAoAR website. The State Board of Directors may amend the "SEAoAR Officer Powers and Duties" document as deemed necessary with a two-thirds majority vote of the State Board of Directors.

ARTICLE III MEMBERSHIP

SECTION 1 – SEAoAR Membership

All members, by virtue of their membership in the SEAoAR, automatically become members of both the NCSEA (except Student and Affiliate Members) and the Chapter in which they or their employer's Office is geographically located unless approved otherwise by the State Board of Directors.

Applications for membership shall be reviewed by the State Board of Directors and either be accepted for membership or declined.

SECTION 2 – Membership Classification

Membership in the SEAoAR may be held by individuals only and shall be classified as a Professional Engineer Member, Associate Member, Affiliate Member, Student Member, or Life Member.

A. Professional Member

A Professional Engineer licensed in the State of Arkansas and primarily engaged in or retired from the practice of structural engineering.

B. Associate Member

An Engineer-in-Training primarily engaged in the practice of structural engineering under the direct supervision of a Professional Engineer licensed in the State of Arkansas.

C. Student Member

An Engineering College student in good standing with an interest in structural engineering. Student members have no voting rights.

D. Affiliate Members

An individual with an interest in the structural engineering field and who cooperates with structural engineers in the advancement of professional knowledge, practice, and welfare. Affiliate members have no voting rights.

E. Life Member

A retired SEAoAR member who was nominated and approved by the State Board of Directors to retain the status of member and its privileges at no cost.

SECTION 3 – Dues, Fees and Funds

A. Dues

The State Board of Directors will set, assess, and collect membership dues (national, state, and Chapter) for each membership classification. Chapters shall neither set, assess, nor collect membership dues.

B. Remittance

The State Board of Directors, at its discretion, may remit part or all of a member's dues or extend the time of payments. Chapters shall not remit dues or extend the time of payments.

C. Fees

The State and Chapter Board of Directors may assess and collect registration fees to fund SEAoAR and Chapter activities as necessary. Any conflicts in fees between Chapters and the SEAoAR shall be resolved in favor of the SEAoAR.

D. Funds

Funds collected by the SEAoAR will be budgeted and allocated by the State Board of Directors for association dues, administrative support, Chapter support, and other items approved by a two-thirds majority vote of the State Board of Directors.

1. All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of SEAoAR shall be signed by such officer or officers, agent or agents of SEAoAR and in such manner as shall from time to time be determined by resolution of the State Board of Directors. In the absence of such determination by the State Board of Directors, such instruments may be signed by either the President or Treasurer.

2. All funds of SEAoAR shall be deposited from time to time to the credit of SEAoAR in such banks, trust companies, or other depositories as the State Board of Directors may select.

ARTICLE IV

OFFICER ELIGIBILITY, ELECTIONS, AND TERMS

SECTION 1 – Officer Eligibility

Officers serving on the State or Chapter Boards of Directors shall meet the membership classification requirements of a Professional Member or Associate Member and be in good standing.

SECTION 2 – Officer Candidates and Elections

A. State and Chapter Officers Candidates

1. Open Officer positions for the State and Chapter Board of Directors shall be published on the SEAoAR Website.
2. Eligible Candidates wishing to serve an open State or Chapter Officer position shall notify the State Secretary a minimum of one month prior to the end of the fiscal year.
3. The State Board of Directors shall review the eligibility of all Officer candidates for all open Officer positions and create a Ballot two weeks before the end of the fiscal year.

B. Officer Elections

1. The State and Chapter Boards of Directors shall constitute a Voting Quorum. The Voting Quorum, consisting of a minimum of two-thirds of the State and Chapter Board Officers, shall vote on the Ballot before the end of the fiscal year.
2. Officer positions shall be elected by a simple majority of the votes cast
3. In the event of a tie between two or more eligible Candidates for the same Officer position, the Voting Quorum shall immediately cast another ballot to select one of the Candidates.

SECTION 3 – Terms

1. A term of Office shall be two-years for the Treasurer, State Secretary, and Chapter Secretaries.
2. An Executive term of Office shall be three-years (one-year Chapter Vice-President, one-year Chapter President, and one-year State Vice-President or State President).
3. New Officers shall begin their terms of Office on the first day of the fiscal year following their election.

SECTION 4 – Succession

Officers shall be eligible for re-election to their current Office; however, no Officer, except for the Treasurer, shall continue in an Office for more than two (2) consecutive terms.

Officers may be elected to a different Officer position on the State or Chapter Board of Directors.

SECTION 5 – Resignation and Removal

Any Officer who submits a written resignation to the Secretary of the State Board of Directors or who is absent for three consecutive board meetings without excusable cause in the two-thirds majority opinion of the State Board of Directors shall be deemed to have resigned.

Any Officer may be removed by a two-thirds majority vote by all the remaining State Board of Directors.

SECTION 6 – Vacancies

If any Officer vacancy occurs, the Board of Directors in which the vacancy occurs may delegate a temporary successor until, pursuant to these Bylaws, a permanent successor is elected. The successor Officer chosen shall hold the Office for the remainder of the unexpired term.

ARTICLE V MEETINGS

SECTION 1 – Board Of Directors

1. The State Board of Directors shall meet at least once per quarter. The dates, times, agenda, and location will be determined by the State Board of Directors.
2. Chapter Board of Directors shall meet at least three times per year. The dates, times, agenda, and location will be determined by the Chapter Board of Directors.
3. Business proceedings at all meetings shall follow "Robert's Rules of Order."

SECTION 2 – Monthly Lunch & Learns Meetings

1. Chapter Board of Directors shall organize monthly lunch-and-learn meetings for their Chapter. The dates, times, topics, and venue will be determined by the Chapter Board of Directors.
2. Chapter Lunch and Learns should be made available to all SEAoAR members virtually (when possible) and posted on the SEAoAR website's calendar.

SECTION 3 – SEAoAR Annual Conference

1. The State Board of Directors shall organize an Annual Conference for all members to attend. The date, time, and agenda will be determined by the State Board of Directors.
2. The location of the Annual Conference venue shall rotate between Chapters each year and be determined by the State Board of Directors.

ARTICLE VI

CHAPTERS

SECTION 1 – Establishment and Abolition

1. Until the State Board of Directors establishes Chapters, the State Board of Directors shall act as the governing board of the sole Chapter of the SEAoAR and perform all duties prescribed to both the State and Chapter Board of Directors.
2. The State Board of Directors may establish, when deemed necessary, new Chapters of the SEAoAR, which shall be named after the principal city or geographical location of the Chapter.
3. The State Board of Directors may abolish a Chapter after proper notice to the Chapter Board of Directors if the Chapter has failed to carry out the purposes and objectives of a SEAoAR Chapter.

ARTICLE VII

GENERAL PROVISIONS

SECTION 1 – Fiscal year

The fiscal year for the SEAoAR shall start on January 1st.

SECTION 2 – Indemnification

All current or former Board Members, Officers, Members, or committees, or any person who may have served at the request of the SEAoAR as a Director or Officer of another Association, shall be indemnified and made whole by this Association against expenses, including attorney's fees incurred by such Board Member, Officer or committee member in connection with the defense of any action, suit, or proceeding in which he or she is made a party by reason of his or her being or having been such Director, Officer or committee member, except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed to be exclusive of any other rights to which such Board Member, Director, or Committee Member may be entitled under any law, agreement, vote of the Board of Directors, or otherwise.

SECTION 3 – SEAoAR ByLaws Amendments

The SEAoAR Bylaws may be amended by an affirmative two-thirds majority vote of the State Board of Directors.

SECTION 4 – Seal

The seal of the SEAoAR shall be used only by the SEAoAR for its activities and affairs. Only Officers of the State and Chapter Board of Directors have the power to authorize its use.