



**FLORIDA STRUCTURAL ENGINEERS
ASSOCIATION**

BYLAWS

**BYLAWS
of the**

Florida Structural Engineers Association (FSEA)

**Adopted February 2003
Revised November, 2008**

**ARTICLE I
LOCATION AND OBJECT**

SECTION 1. The name of this Association shall be FLORIDA STRUCTURAL ENGINEERS ASSOCIATION, a member organization of the National Council of Structural Engineers Associations (NCSEA). The office of the Association and its Chapters shall be located in the State of Florida.

SECTION 2. This Association is established for the following purposes:

- A. Advance the art and science of Structural Engineering and to safeguard the lives and property of the public through state wide initiatives and active participation in the activities of the National Council of Structural Engineers Associations (NCSEA).
- B. Encourage the pursuit of excellence in engineering work, and give recognition to special achievement by our fellows.
- C. Provide input to local building codes for Structural related issues.
- D. Foster ideas that engineering services must be performed on the basis of mature practical and technical judgment, independent of commercial interest, and to assist the public in obtaining dependable structural engineering services.
- E. Provide assistance to the Florida Board of Professional Engineers and the Department of Professional Regulations (DPR) for Structural Engineering related issues.
- F. Encourage engineering education.
- G. Maintain the honor, ethics and dignity of the profession.
- H. Enlighten the public regarding the responsibilities of the Structural Engineer.
- I. Advance legislation beneficial to and oppose legislation detrimental to the practice of Structural Engineering.

- J. Cooperate with other professional organizations in instances where the various groups should speak or act as one in matters of legislation, education, public affairs, and other matters.
- K. Cultivate social contacts within its membership by closer association and better mutual understanding.
- L. Afford the public a reasonable assurance of the ability and integrity of its membership by requiring that those admitted have established and will maintain a high professional reputation.
- M. Promote adherence to the principles stated in these Bylaws and to the NCSEA Code of Ethics.
- N. Establish the principle of equitable compensation for engineering services.
- O. Secure uniformity of action upon the general principles herein set forth, and upon such policies as may be decided upon from time to time for the good of the profession and the public.
- P. Promote professional and economic welfare of FSEA members.
- Q. Provide information and services for the common interest and benefit of FSEA members.

ARTICLE II **MEMBERSHIP**

SECTION 1. Membership in the Association may be held by individuals, of good character and reputation, by virtue of their membership in a Chapter of the Association authorized by the Board of Directors. Additionally, firms and/or individuals may be admitted as Sustaining Members, as Affiliate Members and as Associate Members of the Association.

SECTION 2. Members in the Association shall be classified as follows:

- A. Member: Licensed as a Professional Engineer in the State of Florida and a practicing Structural Engineer. Only a Member is eligible to vote or to hold office or serve on the Board of Directors.
- B. Associate Member: An individual who meets one of the following criteria:
 - 1. Graduate in engineering from an accredited college or university, with an emphasis in structures/structural engineering,
 - 2. Engaged for at least four (4) years in structural or related engineering

3. A person who, in the unanimous opinion of the Board of Directors, has attained such eminence in the field of structural engineering as to qualify him or her for the grade of Associate Member.

C. Affiliate Member: Individual of an organization qualified by reason of position to cooperate with Structural Engineers in the advancement of their professional knowledge, practice and welfare. An Affiliate Member's connection with the Association shall cease when that Member no longer holds a position qualifying for membership.

D. Sustaining Member: A firm or individual whose professional business practice and/or interests pertain to the furtherance of the objectives of the Association.

E. Student Member: A Junior, Senior or Graduate Student interested in structural or related engineering who is a full time student in an accredited engineering or architecture university or college.

F. Retired Member: A person who has been a member in good standing of this Association but who is no longer actively practicing as a Structural Engineer.

G. Life Member: A person who has been a member in good standing of this Association for a minimum of ten (10) years, who has reached the age of 65; and in the opinion of the Board of Directors, has retired from actively practicing structural engineering; and shall have been awarded such membership classification by the Board.

SECTION 3. Membership in the Association shall be by application to the Board of Directors. The Board of Directors shall have the power to accept or reject an applicant.

SECTION 4. At least ten days before each annual meeting of members, a complete list of the members entitled to vote at the meeting, arranged in alphabetical order, with the address of and the type of membership held by each shall be prepared by the Secretary of the Association. The Secretary will send out this list of members to all current members at least ten (10) days prior to the meeting.

ARTICLE III **RESIGNATIONS AND EXPULSIONS**

SECTION 1. A Member of this Association may resign his membership by written communications to the Secretary, who shall present the same to the Board of Directors when, if all his dues and assessments have been paid for the current year, his resignation shall be accepted.

SECTION 2. A. The Board of Directors shall consider proceedings toward the expulsion of any member under any of the following circumstances:

1. Member found guilty of violation of any portion of Chapter 471, Florida State Statutes Engineer's Registration Law and whose license is suspended or revoked.
 2. Upon information coming to its notice, of activity derogatory to the engineering profession.
 3. Upon the written request of five (5) or more Members that a member of the Association be expelled for causes set forth in the request.
 4. Non-payment of dues within the first three quarters of the current fiscal year.
- B. The Board of Directors shall consider each case and if the circumstances appear to warrant further action, it shall advise the accused of the charges against him/her who may, if he/she so desires, present a defense either in person or writing, which shall be considered for final action at a meeting of the Board of Directors of which the accused shall receive due notice.
- C. No member shall be expelled except by an affirmative vote of two-thirds of the entire Board of Directors.
- D. Should a member be expelled from this Association, he/she shall not again be entitled to membership, unless the Board of Directors decides that extenuating circumstances or subsequent record may favor an applicant for readmission.
- E. Members of any classification may be expelled, suspended for a stated period of time, censured or reprimanded by the Board of Directors. For any cause other than nonpayment of dues, such discipline shall occur after the member charged has been advised of the complaint and has been given reasonable opportunity for defense and appeal. Disciplinary actions of the Board shall be published in the official publication of the Association.
- F. An affiliate Member shall be expelled when that member no longer holds a position qualifying for membership.

ARTICLE IV **FINANCES**

SECTION 1. The fiscal year of the Association shall be from January 1 to December 31.

SECTION 2. The annual dues for this Association shall be set by the Board of Directors for all classes of membership. Member dues paid to the Association shall be shared with the member's Chapter at a proportion determined by the Board of Directors. The treasurer shall disburse to each Chapter its portion of the dues paid by each member of that Chapter within 30 days of deposit of said dues.

SECTION 3. The Board of Directors at its discretion may remit part or all of the dues of any member or extend the time of payment of same.

SECTION 4. Additional moneys required to carry on the activities of this Association shall be raised through fund raisers, assessments or special means determined by the Board of Directors. Any assessment levied by the Board of Directors shall be referred to the Members by a letter ballot. If two-thirds of those voting vote favorably, the assessment shall be declared carried.

SECTION 5. The President shall submit a budget to the Board of Directors on or before October 15th of each calendar year and the budget, as approved by the Board, shall be presented to the membership by November 1st.

SECTION 6. A member shall be considered in good standing if his/her annual dues are paid within the first four (4) months of the current fiscal year.

A delinquent member whose annual dues are not paid within the first three quarters of the current fiscal year shall be dropped from the membership rolls.

SECTION 7. A member dropped from the rolls for non-payment of annual dues cannot be reinstated prior to the beginning of the next fiscal year except by payment of the current year's dues. Reinstatement after the beginning of the next fiscal year may be made by payment of annual dues required of a new member.

ARTICLE V **ORGANIZATION**

SECTION 1. The officers of this Association shall be President, a President-Elect, a Secretary and a Treasurer. The officers shall be Members of the Association.

SECTION 2. The Board of Directors shall consist of an odd number of members consisting of the President, the President-Elect, the Secretary, the Treasurer, not less than 3 nor more than 7 Directors to be distributed within the Chapters based on their membership relative to the total membership, but not less than one (1) director for each Chapter and the one (1) most recent living Past President who continues to be a member of the Association. A Director, representing a Chapter, must be a member of his/her Chapter's Board of Directors.

SECTION 3. The term of office of the President and President-Elect shall be one (1) year. The term of office of all other officers shall be two (2) years, with the term of the Secretary starting on odd numbered years and being staggered with the term of Treasurer. The term of service shall begin January 1.

SECTION 4. The President-Elect shall succeed to the office of President and the terms of the other officers shall begin at the close of the fiscal year.

- SECTION 5. The term of office for Directors shall be two (2) years. The terms of Directors shall be staggered to assure that at least 1/2 of the positions are not up for election or appointment, as the case may be, at any one time. Directors, representing a Chapter, shall be nominated by their respective chapter, and be elected by the membership of that Chapter.
- SECTION 6. Officers and Directors shall be ineligible to succeed themselves, unless requested to do so by a unanimous vote of the remaining Board of Directors.
- SECTION 7. The election of Officers and Directors shall be as set forth in Article XI.
- SECTION 8. Any officer or Director of this Association who is absent for three (3) consecutive Board meetings without cause shall be, deemed to have submitted his or her resignation.
- SECTION 9. A vacancy in any office shall be filled by the Board of Directors, and the officer so appointed shall hold office for the unexpired term, or until a successor is duly elected.
- SECTION 10. The President shall have general supervision of the affairs of the Association; preside at all meetings of the Association and the Board at which he/she may be present. The president- elect shall preside at meetings in the absence of the President.
- SECTION 11. In the event of a vacancy in the office of President, the President-Elect shall serve as President for the remainder of the year in which the vacancy occurs in addition to the year for which he/she was elected. If the President-Elect, while acting as President, is unable to serve for the remainder of the year in which the vacancy occurs, the Board of Directors shall select one of the Directors as acting President for the remainder of the year.
- SECTION 12. The officers and directors of the Association shall receive no compensation for their services as officers and directors of the Association, but the Board of Directors may authorize the payment or reimbursement of expenses actually incurred by an officer or director of the Association, in the scope of duties for the Association.

ARTICLE VI **AMENDMENTS**

- SECTION 1. The Bylaws may be amended by two-thirds majority of the member vote cast.
- SECTION 2. Bylaw amendments shall be initiated by petition signed by at least twenty percent (20%) of the members in good standing or by action of the Board of Directors.
- SECTION 3. Proposed Bylaw amendments, in writing, shall be sent to all Members at least thirty (30) days before voting takes place.
- SECTION 4. Voting on amendments to the Bylaws shall be by letter ballot.

ARTICLE VII
VOTING

SECTION 1. Only Members who have paid all dues and assessments shall be entitled to vote. Affiliate members, Student members, Sustaining members and others as may be defined by member chapters shall not be entitled to vote.

ARTICLE VIII
MEETINGS

SECTION 1. Regular meetings of the Board of Directors shall be held at times and places hereafter determined by the Board of Directors. The Board of Directors shall meet quarterly, however, special meetings may be held either at the call of the President or a majority of the Board of Directors. An annual meeting shall be held during December. One of the scheduled meetings may be in conjunction with the Annual Meeting.

SECTION 2. Officers and Board of Directors of the Association shall be installed at an annual meeting to be held at a time and place determined by the Board of Directors. The annual meeting shall include a regular meeting of the Board.

SECTION 3. Fifteen percent (15%) of the members shall constitute a quorum at any meeting of the Association.

A majority, but not less than, five (5) members of the Board of Directors shall constitute a quorum of the Board and a majority shall constitute a quorum of all committees.

A majority of the members present at any meeting of the Association, of the Board of Directors, or any committee shall be sufficient to take any actions except as otherwise provided.

In the event the Board of Directors takes action contrary to the wishes of members of the Association, an affirmative vote of two-thirds of all members present at a subsequent meeting of the Association, but no fewer than twenty percent (20%) of the total members of the Association, shall be required ~~to~~ for reconsideration and to be decided by the majority vote of the members.

SECTION 4. Business proceedings at all General and Board of Directors meetings shall be governed by "ROBERTS RULES OF ORDER" (1893 Edition with Modern Guide and Commentary).

ARTICLE IX
EXECUTIVE COMMITTEE

SECTION 1. The Executive Committee shall consist of the President, the President-Elect, the Immediate Past President, the Secretary and the Treasurer.

SECTION 2. The Executive Committee may act, when immediate action is necessary, for the Board of Directors between regular Board meetings; and it will report, at the next regular Board meeting, any such actions that it has taken. The Executive Committee may also recommend Board action on matters it may choose.

ARTICLE X
POWERS AND DUTIES OF OFFICERS & BOARD OF DIRECTORS

SECTION 1. The powers of the Association shall be exercised, its property controlled and its affairs conducted by the Board of Directors, except as limited by these By-Laws.

SECTION 2. The President shall be the chief governing officer and shall preside at all meetings of the Association and of the Board of Directors. The President shall appoint all committees and be an ex-officio member of all committees.

SECTION 3. The President-Elect shall fulfill the duties of the President in the absence of the latter. In the event of the President's death or resignation, the President-Elect shall succeed the president until the next annual meeting, at which time the President-Elect shall become President in his or her own right.

SECTION 4. The Secretary shall keep an accurate record of all meetings of the Association and the Board of Directors. A copy of such minutes shall be preserved in the Association office. The Secretary shall preserve the membership lists and be responsible for communications to members.

SECTION 5. The Treasurer shall be the custodian of all funds and financial records of the Association and shall make disbursements when authorized by the President, President Elect or the Board of Directors. The President and President Elect may not authorize expenditures greater than an amount established by the Board. The Treasurer shall report on the finances of the Association at each Board of Directors meeting.

SECTION 6. The Board shall appoint the NCSEA Delegate, and Alternate Delegate, to represent and conduct business on behalf of the Association at NCSEA.

ARTICLE XI
NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS

SECTION 1. The Nominating Committee shall be appointed by the President and shall consist of the President, the immediate Past President, the President Elect and three (3) additional Members. The Chairman shall not be an officer of the Association, but shall be a Member. Nominations for the post of President-Elect shall be rotated within the different Chapters of the Association, that exist and are active at the time of meeting of the Nominating Committee. Nominations for positions of Directors shall be forwarded from the different Chapters of the Association at the time of the meeting of the Nominating Committee.

- SECTION 2. The Nominating Committee shall be appointed not later than July. It shall publish the nominations to the membership before October 10th.
- SECTION 3. Before November 1st all members shall be sent a ballot listing the nominees for the various offices. The marked ballot shall be returned to the Association Office before noon of the first of December. The results shall be announced by the end of the year and the elected Officers and Directors shall take office January 1st.
- SECTION 4. A majority of the votes cast shall be necessary for the election of officers and directors.
- SECTION 5. In the event of a tie between two (2) or more candidates for the same office, the Board of Directors shall immediately cast a secret ballot to select one (1) of the candidates.
- SECTION 6. Any Director may be removed by the affirmative vote of two-thirds of the regular members and the associate members of the Association. If any vacancies occur in the Board of Directors caused by death, resignation, disqualification or removal from office of any Director or otherwise, a majority of the Directors then in office may choose a temporary successor or successors, until the Chapter which elected the vacating Director shall elect a permanent successor or successors. Each successor Director chosen shall serve for the unexpired term of the predecessor in office.
- SECTION 7. In the event a candidate receiving a majority of the votes is unable to take office, the Nominating Committee shall nominate, within thirty (30) days, one (1) or more active members to fill said vacancy. An election to fill such vacancy shall then be held conforming with the general procedure as outlined in Article XI.

ARTICLE XII
COMMITTEES

- SECTION 1. The Board of Directors shall establish standing committees of the Association, which may include:
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| Annual Meeting & Program | Membership |
| Awards | Building Codes |
| Public Relations | Long Range Planning Committee |
| Bylaws | Education |
| Budget | FBPE Oversight and Advisement |
- SECTION 2. The President may appoint any other committees at his discretion. Additional Standing Committees may be created or existing committees eliminated by the Board of Directors.
- SECTION 3. The membership and number serving on committees shall be at the discretion of the President.
- SECTION 4. Each committee shall submit a written annual report of its activities for publication in the official publication of the Association.

ARTICLE XIII
STUDENT CHAPTERS

SECTION 1. Student Chapters may be organized by Student Members of FSEA on any accredited college or university campus within Florida, where there is sufficient interest to warrant such a Chapter, and such a Chapter is approved by the Board of Directors. Each Student Chapter shall be a sub-chapter of its regional FSEA chapter.

Student Chapters may organize activities consistent with the aims of FSEA, including technical programs and social events.

SECTION 2. The internal organization of the Chapters shall be determined by the Chapter members and shall be subject to approval by the Board of Directors of FSEA.

SECTION 3. The relationship of the Student Chapters to FSEA shall consist of the following:

- a. All members of the Student Chapter shall be a Student enrolled at a College or University majoring in Engineering with an emphasis on Structures.
- b. Students may be Student Members of FSEA without belonging to a Student Chapter.
- c. FSEA's parent Chapter will appoint a Faculty Advisor for each Chapter, who shall be a Member or Associate Member of FSEA. The Faculty Advisor shall act as liaison between the Student Chapter and the Association.
- d. FSEA and its Chapters will provide support for Student Chapter activities in the form of speakers, tours, publications, etc.
- e. Student Chapters shall submit a written report to the Board of Directors of its regional parent chapter at the end of each academic year. The report shall summarize the activities and finances of the Chapter during the year.

SECTION 4. Student Chapters shall be financially self-sustaining and may impose dues consistent with the financial needs of the Chapter, as approved by their Regional Chapter.

ARTICLE XIV
CHAPTERS

SECTION 1. The Board of Directors, may, from time to time, establish Chapters of the Association, which shall be named after the principle city or geographical location of the Chapter.

SECTION 2. Any ten (10) regular members of the Association may petition the Board of Directors to establish a new Chapter of the Association. If the Board agrees that there is sufficient membership to justify a new Chapter, the Board shall establish the new Chapter and re-designate the territorial areas of any existing Chapters affected by the creation of the new Chapter.

SECTION 3. The regular members of a Chapter may adopt, amend or repeal its own Chapter Bylaws, subject to the approval of the Board of Directors provided they are consistent with the Bylaws of the State Association. In the event of a conflict between the Articles of Incorporation or these Bylaws and the Bylaws of a Chapter, the Articles of Incorporation and these Bylaws shall prevail. The governance of each Chapter, including its finances, shall be independent, provided it is in compliance with the stated requirements of FSEA and its Bylaws.

SECTION 4. If a Chapter ever has fewer than ten (10) regular members, or if, in the judgment of the Board of Directors, a Chapter has failed, after proper notice to the governing board of the Chapter, to carry out the purposes and objectives of the Association, the Board may abolish the Chapter, redesignate the territorial areas of any other Chapters affected by the abolition of the Chapter and reassign the members of the abolished Chapter to other Chapters. In the event of abolition of a Chapter, the remaining balance of funds in that Chapter shall revert to FSEA. If the abolition results in a re-distribution of members to another Chapter, the balance of funds in the abolished Chapter shall be transferred to the receiving Chapter.