

BY-LAWS
OF
STRUCTURAL ENGINEERS ASSOCIATION
OF IDAHO, INC.

ARTICLE I

GENERAL

1. The name of this corporation is STRUCTURAL ENGINEERS ASSOCIATION OF IDAHO, INC., and its offices shall be in Boise, Idaho.

ARTICLE II

PURPOSE

1. To provide an active association for better acquaintance and understanding among engineers; to encourage practice with ethical standards; to promote the highest standards of structural engineering to the end that the best interest of the client, the community, the public, and the profession will be served, and to cooperate with other professional organizations.

ARTICLE III

MEMBERSHIP

1. Membership shall be open to all persons actively engaged in the profession of Structural Engineering in the State of Idaho, or connected with said profession in the capacity as hereinafter set forth. Members of the Corporation shall be as follows:

A. A CORPORATE MEMBER shall be a registered engineer in the State of Idaho who is in responsible charge of design, construction, or research relating to structures of major importance, or is engaged in teaching the profession of Structural Engineering.

B. An AFFILIATE MEMBER shall be one who is not a registered engineer in the State of Idaho, but who is regularly engaged in a business relative to Structural Engineering, or is regularly employed in the field of Structural Engineering. An Affiliate member shall automatically be enrolled as a Corporate member upon notification to the Board of his registration as a Professional Engineer by the State of Idaho.

C. A LIFE MEMBER shall be a member who, in the opinion of the majority of the Board, has by virtue of their wide reputation, their outstanding professional accomplishments, and their long and devoted professional life brought distinction, eminence and esteem to this Association and to their profession. For consideration, nominee shall have been a member in good standing of this Association for a minimum of 15 years; or in the opinion of the Board is entitled to LIFE membership because of special circumstances. LIFE MEMBERS shall be entitled to henceforth enjoy all privileges of full membership and are exempt from any further dues.

D. An EMERITUS MEMBER shall be a member who has retired from the active profession of or related to structural engineering and has been in good standing of this Association for a minimum of 10 years. An

EMERITUS MEMBER shall be entitled to henceforth enjoy all privileges of full membership subject to nominal annual dues.

E. A STUDENT MEMBER shall be a member who is actively pursuing a degree in civil engineering, civil/construction engineering technology, or other related curriculum. Student members shall enjoy privileges associated with AFFILIATE MEMBERSHIP except for the privilege to vote. STUDENT MEMBER grade is subject to nominal annual dues.

F. The Board of Directors shall have the right to refuse any application for any reason, which to them shall seem sufficient, provided that such refusal shall be by majority vote of the Board of Directors present at any meeting at which there shall be a quorum present.

1. Application for membership shall be made in the manner prescribed by the Membership Committee. Investigation of the application shall be in accordance with the rules prescribed by the Board of Directors.
2. Resignation from membership shall be presented to the Board of Directors but shall not relieve any member from liability for any dues or assessments accrued and unpaid at the time when such resignation is filed.

ARTICLE IV

DIRECTORS AND OFFICERS

1. This Corporation shall be managed by a Board of Directors consisting of seven (7) members.
2. The Board of Directors shall consist of seven (7) Corporate members which shall include the officers, the last available past president, and two (2) directors.
3. The Board of Directors may make such rules and regulations covering its meetings as it may deem necessary. All meetings shall be conducted under Roberts Rules of Order. The President of the Corporation shall be Chairman of the Board of Directors.
4. Vacancies of the Board of Directors shall be filled by the remaining Board Members until the next annual meeting.
5. A member of the Board may be removed with or without cause by a two-thirds (2/3) vote of the members of the Corporation by letter ballot approved at the regular meeting or at a special meeting called for the purpose.
6. Should any member of the Board of Directors absent himself unreasonably from three (3) consecutive meetings of the Board of Directors without sending a communication to the President or Secretary stating his reason for so doing and, if his excuse should not be acceptable to the members of the Board, his seat on the Board may be declared vacant.

ARTICLE V

OFFICERS

1. The officers shall be a President, Vice-President, Secretary, and Treasurer. The President, Vice-President, Secretary, and Treasurer shall be selected annually by the members of the Corporation for a term of one (1) year. The two directors shall be elected for a term of two (2) years on alternate years. The President, Vice-President, and Directors shall be ineligible to succeed themselves. There shall be no more than two representatives from any one firm on the Board of Directors.

2. The President shall preside at all membership meetings; he shall appoint all committees, and he shall be a member ex officio of all committees, with the exception of the Nominating Committee; he may be one of the officers authorized to sign papers in the name of the Corporation or countersign checks or drafts of the Corporation; he shall see that Corporation responsibilities are adequately provided for; and he shall have such powers as may be reasonably construed as belonging to the chief executive of an organization.

3. The Vice-President shall exercise the office of President in the President's absence.

4. The Secretary shall keep the minutes of the Corporation and be custodian of the seal, if any. He shall prepare and file any certificate, papers, or other documents required of the Corporation through corporate action or by law. Duties attending correspondence may be delegated to a corresponding secretary duly appointed by the Board. He shall exercise all other duties incident to the office of Secretary.

5. The Treasurer shall keep financial records of the Corporation and shall serve all notices to members. Also he shall have the care and custody of all monies belonging to the Corporation and shall cause such monies to be deposited in a regular business bank or trust company. The Treasurer shall be one of the officers signing checks or drafts of the Corporation. He shall exercise all other duties incident to the office of Treasurer.

ARTICLE VI

COMPENSATION

1. No officer or member of the Board of Directors shall receive any salary or compensation by reason of his office, but nothing herein contained shall be construed to prevent an officer from receiving compensation from the Corporation for duties other than as an officer or director.

ARTICLE VII

COMMITTEES

1. The committees of this Corporation shall be appointed as provided in Article V, Sub-division 2 hereof. All committees shall act on their own initiative as much as possible and these By-Laws shall be construed as providing plenary powers to all committees, within their appointed agencies unless otherwise herein restricted or contrary to law.

ARTICLE VIII

DUES

1. The initiation fee shall be Ten Dollars (\$10.00) for Corporate members, Affiliate members, and Student members.

2. Annual dues shall be as follows:

Corporate members: Eighty-Five Dollars (\$85.00)

Affiliate members: First year dues waived and Eighty-Five Dollars (\$85.00) thereafter.

Emeritus members: Ten Dollars (\$10.00)

Student members: First year dues waived and Ten Dollars (\$10.00) thereafter.

Life members: Annual dues waived

Annual dues shall be payable in advance and any member whose dues are more than one (1) year in arrears shall, except as herein provided, cease to be a member of this Association.

3. The Board of Directors at its discretion may, on application from any member and for cause, remit part of all of the dues and/or assessments of the members or extend the time of payment.

4. Any additional monies required to carry on the activities of the Association shall be raised through assessments which shall not exceed the annual dues for any one (1) calendar year. Any assessments proposed by the Board of Directors shall be referred to the members by letter ballot. If two-thirds (2/3) of those voting vote favorably, provided at least fifty percent (50%) of the members vote, the assessment shall be declared adopted and approved.

5. The Board of Directors is empowered to receive contributions from any source provided the funds so received are used to further the aims and objectives of the Association.

ARTICLE IX

MEETINGS AND ELECTIONS

1. Regular meetings of the Association shall be held monthly or at times as determined by the Board of Directors at places selected by the Program Committee. Special meetings may be called by the President or the Board of Directors.

2. Twenty percent (20%) of the members shall constitute a quorum at any meeting of the Association. Four (4) members of the Board shall constitute a quorum of the Board of Directors and a majority shall constitute a quorum of all committees.

3. The Board of Directors shall meet at least six (6) times a year or at the will of the President.

4. Candidates for the offices of President, Vice-President, Secretary, Treasurer, and Directors shall be nominated and elected in accordance with the following procedure:

A Nominating Committee consisting of the last available past President and two (2) Corporate members shall be nominated and elected by ballot at the first meeting in February of each year. Nomination for this committee may be made by members of any classification but only Corporate members shall be nominated. Members shall vote for two (2) from a list of at least five (5) nominees. The two (2) receiving the highest vote shall be declared elected to the Nominating Committee. Incumbent officers and directors and members of the Nominating Committee for the preceding year are ineligible for the current Nominating Committee. Service on this committee shall not affect a Corporate member's eligibility for office.

The Nominating Committee shall select their nominations for office: at least one (1) name for President and at least (2) names for Vice-President, Secretary, Treasurer, and each

Director to be elected. Their report, upon acceptance by nominees, shall be made to the membership at the last meeting before April 1. Additional nominations may be made from the floor at this meeting.

5. Election shall be by a letter ballot prepared and distributed by the Secretary and counted by the Tellers committee consisting of three (3) members of any classification. The Tellers Committee shall be appointed by the President at the last meeting before April 1 after nominations for officers have been closed. Incumbent officers and directors, nominees for office, and members of the Nominating Committee shall be ineligible to serve on the Tellers Committee. Ballots shall be counted prior to the April meeting and the results announced at the April meeting. Ballots shall be destroyed after the results are announced.

6. A majority of the votes cast by not less than fifty percent (50%) of the members shall be necessary for election of officers.

7. Officers shall be installed at the regular May meeting.

ARTICLE X

ADMISSIONS, LEAVES, RESIGNATIONS, AND EXPULSIONS

1. Admission to the Association as Corporate member, Affiliate member, or Student member shall be in accordance with the following procedures. The application of the proposed member shall be submitted to the Board of Directors through the Vice-President with the endorsement of at least three (3) Corporate members of the Association. The applicant shall be duly elected to membership upon the receipt of at least five (5) favorable votes of the Board of Directors.

2. If all his dues have been paid, a member of the Association may apply for resignation, by written communication to the

Secretary, to be presented to the Board of Directors which is empowered to accept the resignation. A member thus resigned may be reinstated by the Board of Directors without payment of the initiation fee.

3. A member dropped because of delinquent dues, or assessments, may be reinstated by the Board of Directors upon payment of a Forty Dollar (\$40.00) reinstatement fee plus current years dues.

4. The Board of Directors shall consider proceedings toward the expulsion of a member on receipt of written information properly signed that, for cause set forth, the member be expelled. The Board of Directors shall consider the case and, if the circumstances appear to warrant further action, it shall advise the accused of the charges against him who may, if he so desires, present a defense either in person or in writing which shall be considered at a meeting of the Board of Directors of which he shall receive notice. No member shall be expelled from the Association except after due notice has been given him and then only by majority vote of the Board of Directors and subsequently by a two-thirds (2/3) vote of the Corporate members voting, providing a majority of the Corporate members vote. Causes for which a member may be expelled are the following:

A. To act for his clients or for his employer in professional matters otherwise than as a faithful agent or trustee.

B. To injure or to attempt to injure falsely or maliciously, directly or indirectly the professional reputation, prospects, or business of another engineer.

C. To seek professional employment on any basis other than qualification and competence for proper accomplishments of the work. (He shall not solicit or submit proposals for professional services solely on the basis of competitive bidding)

D. To use the advantages of a salaried position to compete unfairly with engineers in private practice.

E. To use undue influence or offer commissions or otherwise to solicit professional work improperly, directly or indirectly.

F. To act in any manner or to engage in any practice which will tend to bring discredit on the honor or dignity of the engineering profession.

ARTICLE XI

STANDING COMMITTEES

1. The Standing Committees of this Association shall be:

A. Program Committee

B. Legislative Committee

C. Building Code Committee

D. Technical and Education Committee

2. The Board of Directors may create from time to time such other committees as deemed necessary to carry out the purpose of this Association.

ARTICLE XII

AMENDMENTS TO THE BY-LAWS

1. An Amendment of the By-Laws may be initiated through the Board of Directors or upon petition of at least ten percent (10%) of the Corporate members. The Board of Directors shall notify all members of the proposed change one (1) month before balloting. The Amendment shall be adopted only upon an affirmation vote of not less than two-thirds (2/3) of the Corporate members voting by letter ballot in which balloting a majority of the eligible Corporate members vote.

POLICY

OF

STRUCTURAL ENGINEERS ASSOCIATION

OF IDAHO, INC.

ARTICLE I

FISCAL YEAR

1. The fiscal year of the Association shall run from June 1 through May 31 of the following year.

ARTICLE II

DUES

1. NEW MEMBER DUES

The membership initiation fee and dues (corporate membership) for the first year of membership shall accompany application for membership. Fees and dues shall be returned to applicants who are not accepted for membership.

2. NEW CORPORATE MEMBER DUES PRORATION AND BILLING

New corporate members approved for membership prior to January 1 shall pay the full annual dues amount. New corporate members approved after January 1 shall pay 1/2 the full annual dues amount.

3. DUES BILLINGS

The annual billing for dues shall be prepared and mailed by April 30 of each year.

4. CHANGE IN MEMBERSHIP CLASSIFICATION

As the result of registration as professional engineer in the State of Idaho, a member is eligible to be elevated from Affiliate to Corporate member status at any time during the fiscal year following initiation into the Association, no additional dues will be required to institute this change in membership classification. As the result of employment after completion of a degree in structural engineering, civil/construction engineering technology or other related curriculum, a student member is eligible to be elevated from Student to Affiliate member status at any time during the fiscal year without any additional dues.

ARTICLE III

REIMBURSEMENT OF EXPENSES

1. EXPENSE REIMBURSEMENTS FOR SPEAKERS

SEAI will pay "overnight expenses", including meals and lodging, incurred by a person representing a program at a meeting of SEAI. Reimbursement for other expenses will require the Board of Directors approval.

ARTICLE IV

ANNUAL BUDGET AND FINANCIAL REPORT

1. ANNUAL BUDGET AND FINANCIAL REPORT

The current Board of Directors shall be required to develop and approve an annual budget for the current fiscal year. In addition, an Annual Financial Report shall be prepared at the end of May to summarize the year and to serve as a guide for the new Board of Directors.

ARTICLE V

ELECTION RESULTS

1. ELECTION RESULTS

The Teller's Committee shall be responsible to notify and inform each member running for office of the election results prior to the election announcement made to the general membership.