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SAN ANTONIO CHAPTER - Bylaws

By-Laws of San Antonio Chapter
Structural Engineers Association of Texas, Inc.

ARTICLE 1—OFFICES

Section 1: Location Of Office. The office of the Chapter is in San Antonio, Texas.

Section 2: Conflict with Corporation By-Laws. In the event of a conflict between these By-Laws and the By-Laws of the Corporation, the By-Laws of the Corporation shall control.

ARTICLE II—MEMBERS

Section 1: Class Members. The Chapter shall have same classes of members as the Corporation, as follows: Structural Engineer Members, Associate Members, Graduate Engineer Members, Structural Engineering Educator Members, Student Members, Affiliate Members, Retired Members, Honorary Members and Corporate Members.

Section 2: General Qualifications. Every member of the Chapter shall be an individual of good character and reputation.

Section 3: Structural Engineer Members. At the time of admission, a Structural Engineer Member shall be a Licensed Professional Engineer in the State of Texas, shall be regularly engaged in structural engineering work, shall have passed any examinations acceptable to the Board of the Chapter, and shall be qualified to practice, design, and direct structural engineering work.

Section 4: Associate Members. At the time of admission, an Associate Member shall be a Licensed Professional Engineer in the State of Texas, shall be regularly engaged in structural or allied engineering work and shall be qualified to practice structural or allied engineering work.

Section 5: Graduate Engineer Members. At the time of his admission, a Junior Graduate Engineer Member shall have graduated from an accredited college or university, or shall have had other satisfactory structural engineering education or experience, and shall have passed the NCEES Fundamentals (i.e., the EIT) Examination. A Graduate Engineer Member may be transferred to the Structural Engineer Member classification upon becoming a licensed professional engineer.

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in the State of Texas and demonstrating the qualifications of a Structural Engineer Member.

Section 6: Structural Engineering Educator Members. At the time of admission, a Structural Engineering Educator Member shall be employed as a full-time educator (in the area of architectural engineering or structural engineering) by an accredited college or university who has expertise in an area or areas of architectural engineering or structural engineering.

Section 7: Student Members. At the time of admission, a Student Member shall be a junior, senior, or graduate level student enrolled in and attending an accredited college or university. A Student Member shall cease to be a Student Member upon graduation or upon termination of enrollment but, if eligible, may transfer to another class of membership.

Section 8: Affiliate Members. At the time of admission, an Affiliate Member shall be an individual who, by scientific achievements or practical experience, has attained a position in a special pursuit qualifying the individual to cooperate with structural engineers in the advancement of professional knowledge and practice. An Affiliate Member shall cease to be an Affiliate Member if the qualifying position ends.

Section 9: Retired Members. A member in good standing may become a Retired Member upon retirement from the active profession.

Section 10: Honorary Members. At the time of admission, an Honorary Member shall be an individual of acknowledged eminence in some branch of engineering or a related science or an individual who has been a member in good standing of this corporation for at least twenty (20) years and has contributed outstanding service to the Chapter and/or the Corporation.

Section 11: Corporate Members. At the time of admission, a Corporate Member shall be an engineering or engineering and architectural firm offering structural engineering services which has at least one principal licensed as a professional engineer in the State of Texas who is also a Structural Engineer or Associate Member of SEAoT. The corporate Member shall demonstrate the desire to advance the structural engineering profession through the efforts of the Structural Engineer Association of Texas, Inc.

Section 12: Election of Members. Any three members of the Chapter, one at least a Structural Engineer Member, may propose an individual for election to membership in the Chapter and the Corporation. A member of the Chapter may individually submit an application that his or her class of membership be changed. The Board shall notify the members of the Chapter of the application, including the class of membership proposed for the applicant, in writing, within one week of

receiving the application. The Board of the Chapter shall determine the qualifications of the applicant at the next scheduled Board Meeting after all required documents are returned, and either recommend or reject the applicant for admission to membership or transfer of class of membership in the Chapter and the Corporation.

Section 13: Payment of Fees. An applicant shall be formally admitted to membership upon vote by the Board of the Chapter and the payment of all initiation fees, current dues, and other assessments made by the Board of Directors of the Corporation and by the Board of the Chapter. organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 14: Disqualification. A member ceases to be member of the Corporation and of the Chapter if the member fails to pay timely all current dues and other assessments made by the Board of Directors of the Corporation and by the Board of the Chapter or if the member fails to maintain the qualifications for membership. The Board of the Chapter shall determine the question of disqualification.

Section 15: Removal. A member is removed as a member of the Corporation and of the Chapter by the affirmative vote of two-thirds of the Structural Engineer Members of the Chapter present in person. Removal proceedings may be initiated by Board of the Chapter or by any five Structural Engineer Members of the Chapter. The member to be removed shall be given written notice of the reasons justifying removal at least ten (10) days before the meeting at which the removal proposal will be presented for a vote.

Section 16: Reinstatement. Former disqualified members may be reinstated upon payment of the initiation fee and current dues.

Section 17: Voting. Only Structural Engineer Members of the Chapter shall be entitled to vote in meetings of the Chapter.

Section 18: Meetings. All meetings of the members, except annual meetings, shall be held at San Antonio, Texas, at the place as may be fixed from time to time by the Board of Directors.

Section 19: Annual Meeting. An annual meeting of the members shall be held during October of each calendar year, at a date, time and location as may be fixed by the Board. At the annual meeting, the members shall transact any business as may properly be brought before the meeting.

Section 20: List of Members. At least ten days before each 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 Chapter. This list, for a period of ten days prior to the meeting, shall be kept on file at the office of the Secretary of the Chapter and is

subject to inspection by any member at any time during usual business hours. This list shall be produced and kept open at the time and place of the meeting during the whole time of the meeting, and is subject to the inspection of any member who may be present. The Secretary will send out a list of members to all current Chapter Members at least once a year.

Section 21: Special Member's Meetings. Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by the Texas Non-Profit Corporation Act, or by these By-Laws, may be called by the President or Board, or shall be called by the President or Secretary at the request in vote writing of Structural Engineer Members having not less than one-tenth of the votes entitled to be cast at the meeting. This request shall state the purpose or purposes of the proposed meeting. Business transacted at all special meetings shall be confined to the notice of the meeting.

Section 22: Notice. Written or printed notice stating the place, day and hour of any meeting of the members or special meeting, shall be delivered not less than three nor more than fifty days before the date of the meeting, either personally or by mail, by or at the direction of the president, the Secretary, or the Officer or person calling the meeting, to each member entitled to vote at the meeting.

Section 23: Quorum. One-fourth of the Structural Engineer membership, present in person, constitutes a quorum at all meetings of the members for the transaction of business except as otherwise provided by the Texas Non-Profit Corporation Act, or by these Bylaws. If however, a quorum is not present at any meeting of the members, the members entitled to vote at the meeting, present in person, have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present. At any adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 24: Voting. When a quorum is present at any meeting, the vote of a majority of the members having voting power present in person at the meeting shall decide any question brought before the meeting, unless the question is one upon which, by express provision of the Texas Non-Profit Corporation Act, or these By-Laws, a larger majority is required, in which case the express provision governs the decision of the question. The members present at a duly

Section 25: Proxy. Proxy voting by the members of the Chapter is prohibited.

ARTICLE III—THE CHAPTER

Section 1: Board. The business and affairs of the Chapter shall be managed by its Board, which may exercise all the powers of the

Chapter and do all the lawful acts and things as are not, by the Texas Non-Profit Corporation Act, or by these By-Laws directed or required to be exercised or done by the members. The Board of the Chapter is composed of the President, President-Elect, Secretary, Treasure and two Directors

Section 2: Number and Election of Directors. After the initial election of Directors pursuant to the establishment of a new Chapter, only one Director shall be elected annually at the same time and manner as the Chapter Officers. The term of the Directors shall be two years each but shall overlap by one year. The term of office of a Director begins at the first annual meeting of the Corporation after the Director's election and expires upon the election of a successor.

Section 3: Vacancies. Any Officer or Director may be removed either for or without cause, at any special meeting of members of the Chapter by the affirmative vote of two-thirds of the Structural Engineer Members of the Chapter present in person at the meeting and entitled to vote for the election of the Officer or Director proposed to be removed, provided notice of the intention to act upon this matter has been given in the notice calling the meeting. If any vacancies occur in the Board caused by death, resignation, disqualification or removal from office of any Officer or Director or otherwise, a majority of the Chapter Officers then in office may choose a temporary successor. Each successor Officer or Director chosen shall be elected for the remaining term of the predecessor in office.

Section 4: Meetings. The Board of the Chapter shall hold its meetings, both regular and special, within the San Antonio, Texas area. The Secretary shall prepare minutes of each meeting for the permanent record.

Section 5: Annual Meeting. The first meeting of each newly elected Board shall be held the next month following their installation at a place and time as determined by unanimous consent of the newly elected Board members.

Section 6: Regular Meeting. Regular meetings of the Board may be held without notice at the time and place as shall from time to time be determined by resolution of the Board.

Section 7: Special Meeting. Special meetings of the Board may be called by the President on at least three days notice to each Board Member, either personally, by mail, facsimile, e-mail, or by telegram. Special meetings shall be called by the President or Secretary in the same manner and with the same notice on the written request of any Board Member. The purpose of any special meeting shall be specified in the notice or any waiver of notice.

Section 8: Quorum. At all meetings of the Board, the presence of a majority of Board Members constitutes a quorum for the transaction of

business, and the affirmative vote of a majority of the Board Members present at any meeting at which there is a quorum is the official act of the Board, except as may be otherwise specifically provided by the Texas Non-Profit Corporation Act, or by these Bylaws. If a quorum is not present at any meeting of the Board, the Members of the Board present at the meeting may adjourn the meeting from time to time without notice other than announcement at the meeting, until a quorum is present. Proxy voting is prohibited.

Section 9: Committees. The President may, with Board approval, designate committees, each committee to consist of two or more individuals, which committees have the power and authority resolution. These committees have the names as may be designated by the President, with Board approval, and shall keep regular minutes of their proceedings and report the same to the Board when required.

Section 10: Compensation of Directors. The Directors of the Chapter shall receive no compensation for their services as Directors of the Chapter, but may authorize payment or reimbursement of expenses actually incurred by a Directors of the Chapter in the scope of his their duties for the Chapter.

ARTICLE IV—NOMINATION AND ELECTION OF OFFICERS

Section 1: A nominating committee shall be appointed by the President no later than the August monthly meeting and shall consist of the Past-President, Secretary and three Structural Engineer Members at large. The Past-President shall serve as chair person.

Section 2: The nominating committee shall contact all members by mail no later than within 5 days after the August monthly meeting requesting suggestions for nominees for the Offices to be filled. Additional nominations may be presented from the floor at this meeting and the nominations shall be approved by proper motions by the membership present.

Section 3: Those who represent the Chapter on the Board of Directors of the Corporation shall be the two elected Directors. Vacancies shall be filled by appointment by the Board of the Chapter until annual elections are held.

Section 4: Voting for Officers shall be by secret letter ballot, sent to Structural Engineer Members only. Ballots shall be mailed no later than within 5 days after the September meeting and returned by no later than October 1. Votes shall be counted by the Board of the Chapter and the results announced no later than at the October annual meeting and November membership meeting. Installation of new Officers shall take place no later than at the December membership meeting.

Section 5: A majority of the votes cast shall be necessary for the election of Officers. Terms of office begin on January 1.

Section 6: In the event of a tie between two or more candidates for the same office, the Board of the Chapter shall immediately cast a secret ballot to select one of the candidates for whom the vote is a tie.

ARTICLE V—NOTICES

Section 1: Form of Notice. Whenever any notice is required to be given to any Officer, member or Director of the chapter, under the provisions of the Texas Non-Profit Corporation Act, or these By-Laws, notice is required to be given to any Officer, Director or member, and no provision is made to be given, it shall not be construed to mean personal notice, but any notice may be given in writing, by mail, by postal service or electronic mail, addressed to the Officer, Director or member at the address as appears on the books of the Chapter. Any notice required or permitted to be given by mail shall be deemed to be given at the time when the notice is deposited in the United States mail as provided in this Section.

Section 2: Waiver. Whenever any notice is required to be given to any Officer, member or Director of the Chapter, under the provisions of the Texas Non-Profit Corporation Act, or these By-Laws, a waiver of the notice in writing signed by the person or persons entitled to the notice, whether before or after the time, stated in the notice, is deemed equivalent to the giving of the notice.

Section 3: Consents. Any action which may be taken at a meeting of the members or Board of this Chapter may be taken without a meeting if a consent in writing settling forth the actions so taken is signed by all the members or Board entitled to vote with respect to the subject matter of the actions and this consent has the same force and effect as a unanimous vote of members or Board.

Section 4: Telephone Meetings. Members or the Board may participate in and hold a meeting of the members or Board by means of a conference telephone or similar communication equipment by means of which all persons participating in this meeting can hear each other, and participation in this type of meeting constitutes presence in person at the meeting except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

ARTICLE VI—OFFICERS

Section 1: Officers. The officers of the Chapter are a President, a President-Elect, a Secretary, and a Treasurer. The President is a member of the governing Board. Any two or more Offices may be held by the same person, except that the Offices of President and Secretary may not be held by the same person.

Section 2: Election and Term. The Officers shall be validated by the Board at the first membership meeting after each annual meeting of members. Officers of the Chapter are also Members of the Board of the

Chapter. Each Officer of the Chapter shall hold office until a) resignation, b) removal from office, c) election and qualification of a successor, or d) death.

Section 3: Other Officers and Agents. The Board may appoint other Officers and agents as it deems necessary, who shall be appointed for the terms and shall exercise the powers and perform the duties as may be determined from time to time by the Board.

Section 4: Compensation. The Officers and agents of the Chapter shall receive no compensation for their services as Officers and agents of the Chapter, but the Board may authorize the payment or reimbursement of expenses actually incurred by an Officer or agent of Chapter in the scope of duties for the Chapter.

Section 5: President. The President is the Chief Executive Office and shall preside at all meetings of the members. The President as a member of the Board, shall preside at all meetings of the Board. The President has general and active management of the Chapter and shall see that all orders and resolutions are carried into effect.

Section 6: President-Elect. The President-Elect shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. The President-Elect has the other powers and shall perform the other duties as the Board may from time to time prescribe, or as the President may from time to time delegate to the President-Elect.

Section 7: Secretary. The Secretary shall attend all sessions of the Board and all meetings and record all votes and the minutes of all proceedings in a book to be kept for that purpose. The Secretary shall give, or cause to be given, notice of all meetings of the members and special meetings of the Board, and shall perform such other duties as may be prescribed by the Board or the President.

Section 8: Assistant Secretaries. Each Assistant Secretary has the powers and shall perform the duties as the Board may from time to time prescribe or as the President may from time to time delegate to that Assistant Secretary.

Section 9: Treasurer. The Treasurer has the custody of all Chapter funds and securities. The Treasurer shall keep full and accurate accounts of receipts and disbursements of the Chapter and shall deposit all moneys and other valuable effects in the name and to the credit of the Chapter in the depositories as may be designated by the Board.

Section 10: Duties of Treasurer. The Treasurer shall disburse the funds of the Chapter as may be ordered by the Board, taking proper vouchers for these disbursements, and shall render to the President and Board, at the regular meetings of the Board or whenever required by the Board, an account of all the transactions of the Treasurer and the

financial condition of the Chapter. The Treasurer shall perform the other duties as the Board may prescribe.

Section 11: Assistant Treasures. Each Assistant Treasurer shall have the powers and perform the duties as the Board may from time to time prescribe.

Section 12: Bonding. If required by the Board, all or certain of the Officers shall give the Chapter a bond in the form, in the sum, and with the surety for the faithful performance of the duties of their Offices and for the restoration to the Chapter, in case of their death, resignation, retirement or removal for Office, of all books, papers, vouchers, money and other property of whatever kind in their possession or under their control belonging to the Chapter.

ARTICLE VII—GENERAL PROVISIONS

Section 1: Fiscal Year. The fiscal year of the Chapter shall be fixed as the fiscal year of the Corporation.

Section 2: Indemnification. The Chapter shall indemnify any Director, Officer, or employee, or former Director, Officer, or employee of the Corporation against expenses actually and necessarily incurred and any amount paid in satisfaction of judgments in connection with any action, suit or proceedings, whether civil or criminal in nature, in which he the member or employee is made a party by reason of being or having been such a Director, Officer, or employee (whether or not a Director, Officer, or employee at the time such costs or expenses are incurred by or imposed) except in relation to the matters as to which the member or employee shall be adjudged in such action, suit, or proceeding to be liable for gross negligence or willful misconduct in the performance of duty. The Chapter may also reimburse to any Director, Officer, or employee the reasonable costs of settlement of any action, suit or proceeding, if it shall be found by a majority of the committee of the officers not involved in this matter of controversy, whether or not a quorum, that it was to the interest of the Chapter that the settlement be made and that the Director, Officer, or employee was not guilty of gross negligence or willful misconduct. These rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which the Director, Officer, or employee may be entitled by law or under any By-Law agreement, vote of members, or otherwise.

Section 3: Annual Statement. The Board shall present at each annual meeting, or when called for by vote of the members at any special meeting of the members, a full and clear statement of the business and condition of the Chapter.

Section 4: Checks. All checks or demands for money and notes of the Chapter shall be signed by the Officers or the other person or persons as the Board may from time to time designate.

Section 5: Fees and Dues. The Board may, from time to time, fix an initiation fee and the annual dues of the members of the Chapter and may exempt honorary members from the payment of these fees and dues. In addition, the Board may fix dates after which an initiation fee or annual dues become delinquent and may prescribe the procedures for disqualification for non-payment of annual dues owing to the Chapter.

Section 6: Fiscal Supervision. The Board of Directors of the State Corporation and the Treasurer of the Corporation shall exercise control over the finances of each Chapter so that the tax-exempt status of the Corporation may require financial reports from a Chapter at such time and in such form as the Board of Directors of the Corporation may direct.

ARTICLE VIII—BYLAWS

Section 1: Amendments. These By-Laws may be altered, amended, or repealed at any meeting of the Board at which a quorum is present, by the affirmative vote of a majority of the Board present at the meeting, provided notice of the proposed alteration, amendment, or repeal is contained in the notice of the meeting. The Members of the Board expressly delegate the power to alter, amend, or repeal these By-Laws to the Board, but also expressly retain the power to revoke this delegation of power by the affirmative vote of a majority of the Structural Engineer Members of the Chapter present at a membership meeting, provided that notice of this action is contained in the notice of the meeting.

(Revised April 28, 2000 LC)

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