

BYLAWS
OF THE
STRUCTURAL ENGINEERS COALITION

OF

AMERICAN COUNCIL OF ENGINEERING COMPANIES/CONNECTICUT

ARTICLE 1

NAME, LOCATION, PURPOSE AND GENERAL INFORMATION

SECTION 1: The name of this coalition shall be the Structural Engineers Coalition of American Council Of Engineering Companies of Connecticut (abbreviated as ACEC/CT).

SECTION 2: The office of the Coalition shall be located at the office of American Council Of Engineering Companies of Connecticut.

SECTION 3: This Coalition is established to pursue the common interests of firms who practice structural engineering, and who are members of American Council Of Engineering Companies of Connecticut, or Individual Members as hereinafter provided. Specific interests include:

- (a) To advance the technical practice of structural engineers through meetings, seminars, and educational programs.
- (b) To improve the professional, business and administrative practice of structural engineering firms.
- (c) To advance proper legislation affecting structural engineering practice.
- (d) To establish a network among the members of the Coalition to communicate information of common interests to structural engineers.
- (e) To cultivate social contacts within its membership, and by closer association and a better mutual understanding, discourage unethical and detrimental practice, and inspire a resolve to act collectively to benefit our profession.
- (f) To encourage the pursuit of excellence in our practice, to maintain the honor and dignity of our profession, and to serve the public.
- (g) To serve as spokesman to the public on matters of structural engineering.

SECTION 4: The relationship of this Coalition to American Council Of Engineering Companies of Connecticut:

- (a) This organization being a coalition of American Council Of Engineering Companies of Connecticut is subject to the bylaws and the Coalition Guidelines of that entity. Nothing in these bylaws is intended to conflict with the bylaws or guidelines of that organization. If conflicts arise, either out of interpretation of these bylaws or subsequent amendments of either these bylaws, or the bylaws and Coalition Guidelines of American Council Of Engineering Companies of Connecticut, the provisions of the parent organization shall prevail.

SECTION 5: Unless specifically stated otherwise, references in these bylaws to "Board of Directors," or similar entities common to both this Coalition and American Council Of Engineering Companies of Connecticut shall be understood to refer to this Coalition's Board, or analogous entity.

ARTICLE II

MEMBERSHIP

SECTION 1: Member Firms:

- (a) Member Firms: Firms which are Member Firms of American Council Of Engineering Companies of Connecticut, and which provide structural engineering services on a continuous basis shall be admitted as Member Firms of the Structural Engineers Coalition upon application.
- (b) Each Member Firm shall designate one person as the voting member of that firm. The office of the Coalition shall maintain a list of the designated voting members. Alternate voting members from the same firm may be designated by the voting member in the event of the regular voting member's unavailability.
- (c) Structural Engineers within Member Firms: All persons within Member Firms who regularly practice structural engineering, are eligible to participate in Coalition activities. The office of the Coalition shall maintain a list of all such eligible persons so that they can be directly informed of the activities of the Coalition.

SECTION 2: Individual Members:

- (a) There shall be six types of Individual Members
 - (1) ACEC/CT-PEPP (Professional Engineers in Private Practice) Members: Structural Engineers who are members of ACEC/CT-PEPP shall be

admitted as members of the Structural Engineers Coalition upon application.

- (2) Associate Members: Structural Engineers who are not ACEC/CT-PEPP members, ACEC/CT member firm representatives or employees of ACEC/CT member firms, shall be admitted as members of the Structural Engineers Coalition upon application.
 - (3) Affiliate Sponsors: Individuals other than Structural Engineers sharing an interest in the activities of Structural Engineers and this Coalition may upon application and approval, become individual participants in the communications and activities of this Coalition.
 - (4) Life Members: Structural Engineers who have been appointed to Life Membership by the Board. Such appointment may be made at the discretion of the Board and shall be based on the individual's contributions to the Coalition and the practice of structural engineering.
 - (5) Retired Members: Structural Engineers age 62 or older who practice structural engineering less than 20 hours per week.
 - (6) Educator: Structural Engineers who are primarily engaged as college or university instructors in structural engineering courses.
- (b) Applications for Affiliate Sponsors are subject to the approval of the Board of Directors.

ARTICLE III

REMOVAL AND SUSPENSION

SECTION 1: Causes and procedures with regard to the removal and suspension of Member Firms from this Coalition shall be governed by the applicable, then current bylaws of American Council Of Engineering Companies of Connecticut. Member Firms suspended or removed from membership in American Council Of Engineering Companies of Connecticut will be automatically expelled from this Coalition.

SECTION 2: Individual Members are subject to suspension or removal for activity blatantly and knowingly contrary to the purpose of this Coalition by the petition of at least five Member Firms. The Board of Directors shall consider such petitions, and if the circumstances appear to warrant, notify the individual concerned, and offer the individual the opportunity to defend himself or herself against the claim at a subsequent Board Meeting. After such a hearing, or the rejection of the offer of the hearing, the Board shall vote on the matter. A two-thirds vote of the Board is necessary for the suspension or removal of an Individual Member.

SECTION 3: Individual Members removed from membership shall not again be entitled to membership unless the Board of Directors, by a two-thirds vote, decides that circumstances favor such consideration.

SECTION 4: A Member Firm or an Individual Member may resign his membership in this Coalition by written communication to the Board of Directors. The resignation of a Member Firm from the Coalition shall not affect the membership status of that firm with American Council Of Engineering Companies of Connecticut.

ARTICLE IV

DUES AND FINANCIAL ACCOUNTING

SECTION 1: Application fees for members may be established by the Board of Directors of this Coalition.

SECTION 2: The annual dues for this Coalition shall be set by the Board of Directors for all categories of membership, and shall be paid in advance by all members in accordance with a schedule approved by the Board.

SECTION 3: Any member whose Coalition dues are more than six months in arrears shall be suspended and thereby shall forfeit all privileges of membership. However, the Board of Directors, at its discretion, may extend the time of payment and privileges. Member firms suspended from American Council Of Engineering Companies of Connecticut because of non-payment of dues to that organization shall automatically be suspended from this Coalition.

SECTION 4: The Board of Directors, at its discretion, may remit part or all of the dues of any member.

SECTION 5: Any additional moneys required to carry on the activities of this Coalition shall be raised through assessments. Any assessments levied by the Board of Directors shall be referred to the membership for a letter ballot. If two-thirds of those voting vote favorably, provided at least 50% of the Member Firms vote, the assessment shall be declared carried.

SECTION 6: The fiscal year shall begin on July 1, and end on June 30.

SECTION 7: The Treasurer of the Coalition shall submit a budget to the Board of Directors.

SECTION 8: At the end of the fiscal year a treasurer's report corresponding in form to the approved budget shall be submitted to the Board of Directors.

ARTICLE V

BOARD OF DIRECTORS

SECTION 1: The powers of this Coalition shall be exercised, its property controlled, and its affairs conducted by the Board of Directors, except as limited by these bylaws and the bylaws and guidelines of American Council Of Engineering Companies of Connecticut referred to in Article I.

SECTION 2: The Board of Directors of this Coalition shall consist of six persons, all of whom shall be members in good standing. Affiliate Sponsors shall not be permitted to serve on the Board of Directors.

SECTION 3: The term of office for Directors shall be three years. No Director shall be elected to serve for more than two consecutive terms.

SECTION 4: The election of Directors shall be as set forth in Article VII. In the absence of elections, each Director shall continue until a successor is duly elected.

SECTION 5: Terms of office shall commence on July 1, except in the case of appointments to unexpired terms as hereinafter provided.

SECTION 6: A vacancy in any Officer or Director position caused by death, disability or resignation shall be filled by the Board of Directors, and the person so appointed shall hold office for the remainder of the unexpired term.

SECTION 7: The executive Director and staff of American Council Of Engineering Companies of Connecticut shall assist in the administration of the Coalition organization in accordance with the Coalition Guidelines referred to in Article I.

SECTION 8: The Board of Directors shall appoint delegates who shall represent the Structural Engineers Coalition to NCSEA and other organizations as designated by the Board.

ARTICLE VI

POWERS AND DUTIES OF OFFICERS AND BOARD OF DIRECTORS

SECTION 1: The Officers of this Coalition shall be selected by the Board of Directors from the members within their group. The officers shall be a President, a Secretary, and a Treasurer. Officers shall be selected by August 1.

SECTION 2: The Powers and Duties of the President:

- (a) The President shall be the chief governing officer and shall preside at all meetings of the Coalition and of the Board of Directors.

- (b) The President shall appoint all committees and be an ex-officio member of all committees. The President shall have the power to suspend committee activities and remove any member of a committee upon consent of the Board.
- (c) The President will periodically report to the Board of Directors of American Council Of Engineering Companies of Connecticut on an "as-required" basis.

SECTION 3: The Powers and Duties of the Secretary:

- (a) The Secretary shall fulfill the duties of the Chairperson in the absence of the President.
- (b) In the event that the office of President is vacated, as herein before provided, the Secretary shall fulfill the duties of the President, and appoint another Board Member to fulfill the duties of Secretary, both for the remainder of the term.
- (c) The Secretary shall keep an accurate record of all meetings of the Coalition and the Board of Directors. A copy of such minutes shall be preserved in the Coalition's offices.
- (d) The Secretary shall preserve the membership lists and have charge of communication to members.

SECTION 4: The Powers and Duties of the Treasurer:

- (a) The Treasurer shall be custodian of all funds and financial records of the Coalition. The Treasurer or the Executive Director of American Council Of Engineering Companies of Connecticut may make disbursements, and shall be accountable to the Board of Directors.
- (b) The Treasurer shall prepare budgets and financial reports as specified in Article IV.

SECTION 5: The Officers and Board Members shall be assisted in all of these tasks by the Executive Director and staff of American Council Of Engineering Companies of Connecticut provided for in the Coalition Guidelines of that organization and referred to in Article V, Section 7, of these bylaws.

ARTICLE VII

NOMINATIONS AND ELECTION OF DIRECTORS

SECTION 1: The Nominating Committee shall be appointed by the President, and shall consist of the immediate past President, and one representative of each of two Member Firms, excluding Member Firms of current Directors. The immediate past President shall serve as Chairperson of the Nominating Committee. If the immediate past President is not available to serve on this committee, the current President shall appoint another.

SECTION 2: The Nominating Committee shall be appointed no later than March 15. The Nominating Committee shall select nominees for the position of Director, and publish the nominations to the membership by April 15. Additional nominations may be submitted in writing, signed by representatives of no fewer than three Member Firms, on or before April 30. The committee nominees and any additional nominations shall be submitted to the voting members for secret letter ballot, on or before May 10, with a return deadline of May 25. Votes shall be counted and the results made known to the membership by June 1.

SECTION 3: The Director vacancies shall be filled by those attaining the highest number of votes. Ties for the last vacant position shall be immediately decided by a secret ballot of the Board of Directors to select one of the candidates for whom the vote is a tie.

SECTION 4: In the event a candidate receiving a majority of the votes is unable to take office, the Nominating Committee shall nominate, within thirty days, one or more nominees to fill the vacancy. An election to fill such vacancy shall then be held conforming to the general procedure outlined above.

ARTICLE VII

VOTING

SECTION 1: Only Individual Members and duly designated representatives of Member Firms, shall be entitled to vote. Proxy voting shall not be allowed. Eligible voters must have all dues and assessments, if any, paid.

SECTION 2: Individual Members in good standing shall have one vote, except Affiliate Sponsors shall not be eligible to vote.

SECTION 3: Member Firms shall have voting rights based on the number of structural engineers in the firm as follows:

- (a) Firms with five or less structural engineers shall have two votes.
- (b) Firms with between six and ten structural engineers shall have three votes.
- (c) Firms with more than 10 structural engineers shall have four votes.

SECTION 4: A majority of the voting members present at any meeting of the Coalition, of the Board of Directors, or of any committee shall be sufficient to take any action except as otherwise provided.

ARTICLE IX

MEETINGS

SECTION 1: Regular meetings shall be held at times and places hereafter determined by the President, with the approval of the Board of Directors. Special meetings may be held either at the call of the President, or of three other members of the Board of Directors.

SECTION 2: Quorums:

- (a) Representation by voting members of twenty percent of the Member Firms in good standing shall constitute a quorum at any meeting of this Coalition.
- (b) Two-thirds of the Members of the Board of Directors shall constitute a quorum of the board.
- (c) A majority shall constitute a quorum of all committees.

ARTICLE X

COMMITTEES

SECTION 1: The Board of Directors may appoint special committees as needed.

SECTION 2: Committees shall present a report of their activities at a regular meeting of the membership.

SECTION 3: Any reports, guidelines, recommendations, or other correspondence issued by each committee must be presented to the Board for its review and approval prior to release.

ARTICLE XI

AMENDMENTS

SECTION 1: These bylaws may be repealed or amended by a two-thirds majority of votes cast.

SECTION 2: Bylaws changes may be initiated by a petition signed by at least three Member Firms, or by the Board of Directors.

SECTION 3: Proposed bylaws changes, in writing or in electronic format, shall be sent to all Members at least fifteen days before voting takes place.

SECTION 4: Voting on bylaws changes shall be by secret ballot.

END OF BYLAWS OF THE STRUCTURAL ENGINEERS COALITION

By-laws were reviewed on June 14 and August 30, 2005 by the Board of Directors of the ACEC/CT Structural Engineers Coalition.

Proposed revisions were posted on the official SEC website for comment, and ballots were issued to voting members by the Executive Director. By-laws revisions were approved by a majority of ballots cast on September 28, 2005.

Kevin H. Chamberlain, P.E.
Secretary and By-Laws Committee Chair
ACEC/CT Structural Engineers Coalition