

## **BYLAWS**

### **ARTICLE I NAME, LOCATION, PURPOSE**

- SECTION A The corporation's name shall be the Oklahoma Structural Engineers Association, Inc., referred to as OSEA. There will be two chapters, named the Eastern Chapter and Central Chapter.
- SECTION B The official address of OSEA will be determined by the Executive Council. Official Chapter addresses will be determined by the Chapter Officers.
- SECTION C The OSEA purpose will be to promote the common business interest of its members and to improve the business conditions of the structural engineering trade in Oklahoma, by facilitating the transfer and exchange of information among structural engineers, encouraging the practice of quality structural engineering in the State of Oklahoma, and providing continuing education to structural engineers. Notwithstanding and other provision of these bylaws, OSEA shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### **ARTICLE II ORGANIZATION**

- SECTION A Two Chapters will be organized representing Eastern and Central Oklahoma
- SECTION B No part of the net earnings of OSEA shall inure to the benefit of, or be distributable to any private shareholder or individual, including any member, director, or trustee, officer, or other private person. The activities of OSEA shall not be devoted to the performance of particular services for individual persons.
- SECTION C OSEA will have the following membership classifications and requirements:
- Members
    - Registered Professional engineers engaged in or retired from the practice of structural engineering in Oklahoma.
  - Associate Members meet all of the following
    - Engineering college graduates.
    - Satisfactory structural engineering education, experience, and actively engaged in the structural engineering field.
  - Student Members
    - Engineering college students in good standing with an interest in structural engineering.
  - Affiliate Members
    - Individuals with interest in the structural engineering field and who cooperate with structural engineers in the advancement of professional knowledge and practice.
  - Fellow Members
    - This membership will be awarded by the OSEA Executive Council to outstanding OSEA Members in good standing that have been professional structural engineers for at least 20 years.

SECTION D Applications for membership shall be reviewed by the Executive Director and either accepted for membership or declined. The Executive Council, by majority vote, may overrule the Executive Director's determination concerning an application for membership.

### **ARTICLE III FUNDING**

SECTION A The Executive Director shall prepare annual budget for approval from the OSEA Executive Council. The Executive Director shall provide a summary of previous year's expenses and income for auditing by OSEA Executive Council President, President-Elect, and Past President.

SECTION B The OSEA Executive Council will set and assess annual dues for each membership classification with the exception of Fellow. Fellow membership will be free. The Executive Director shall invoice each member their dues in December, and dues shall become due in January. The Chapters shall neither assess nor collect dues.

SECTION C OSEA funds will be used for their administrative support, to publish newsletters, to pay OSEA's organizational dues to the National Council of Structural Engineers' Association (NCSEA), and other items approved by a majority vote of the Executive Council.

SECTION D Members whose dues are more than 6 months in arrears may be suspended by the Executive Director from membership in OSEA. Reinstatement will be determined by the Executive Council.

SECTION E The Executive Council may authorize any officer or officers, agent or agents of OSEA, in addition to the Executive Director, to enter into any contract or execute and deliver any instrument in the name of and on behalf of OSEA, and such authority may be general or may be confined to specific instances.

SECTION F All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of OSEA shall be signed by such officer or officers, agent or agents of OSEA, and in such manner as shall from time to time be determined by resolution of the Executive Council. In the absence of such determination by the Executive Council, such instruments may be signed by either the Executive Director or the President of the Executive Council.

SECTION G All funds of OSEA shall be deposited from time to time to the credit of OSEA in such banks, trust companies, or other depositories as the Executive Council may select.

### **ARTICLE IV OFFICERS AND DIRECTORS**

SECTION A OSEA Chapter Officers will be:

1. President
2. President-Elect
3. Past President
4. Director

5. Director

SECTION B Both the Executive Council Officers and Chapter Officer's terms will run for one year starting on January 1.

SECTION C The Chapter Presidents will appoint a Nominating Committee by October 15 each year. The Nominating Committee will select one or more qualified candidates for the Chapter Offices which will also represent the Chapter on the OSEA Executive Council. Elections will be held by December 15 each year. The candidate in each office receiving the highest number of votes will be declared elected. The Nominating Committee will run the election, count the votes, declare the winners, etc.

Only Members and Fellow Members in good standing may be officers or cast votes. Associate Members in good standing may vote but may only hold the office of Director. Affiliate and Student Members cannot hold offices or vote but can serve on committees or teams. If a voting member is a member of only one Chapter, they shall not vote in elections conducted by the Chapter of which they are not a member.

SECTION D The OSEA Executive Council is the senior governing body of the OSEA and serves as its "Board of Directors" for legal purposes. The Executive Council's offices will be filled as follows:

**EVEN YEARS**

President	Central Chapter President
President-Elect	Eastern Chapter President-Elect
Past President	Eastern Chapter Past President
Director	Eastern Chapter President
Director	Central Chapter President-Elect
Director	Central Chapter Director
Director	Eastern Chapter Director
Director	Central Chapter Director
Director	Eastern Chapter Director
Affiliate (non-voting)	Central Chapter Past president

**ODD YEARS**

President	Eastern Chapter President
President-Elect	Central Chapter President-Elect
Past President	Central Chapter Past President
Director	Central Chapter President
Director	Eastern Chapter President-Elect
Director	Eastern Chapter Director
Director	Central Chapter Director
Director	Eastern Chapter Director
Director	Central Chapter Director
Affiliate (non-voting)	Eastern Chapter Past president

SECTION E The Presidents can't succeed themselves. The past Chapter and Executive Council Presidents shall serve as Past President. In the event of a vacancy in the office of OSEA Executive Council President the appropriate Chapter President-Elect will succeed that office. Chapter Officers

will select members to fill other vacant OSEA Executive Council Offices. The chapter representation on the OSEA Executive Council will remain the same as when the office was vacated.

In the event of a vacancy in the office of Chapter President the President-Elect will succeed that office. The remaining Chapter Officers will select members to fill other vacant offices.

SECTION F The OSEA Executive Council will select two delegates to represent OSEA at NCSEA meetings. The delegate will introduce and provide assistance to the alternate delegate in NCSEA business.

SECTION G The OSEA Executive Council will appoint an Executive Director, who shall hold the office of Secretary/Treasurer of OSEA and also assume the following duties:

- Maintain membership information
- Receive and dispense funds
- Publish and maintain website
- Invoice membership dues annually
- Communicate with NCSEA
- Budget preparation
- Other duties assigned by OSEA Executive Council

## **ARTICLE V MEETINGS**

SECTION A The OSEA Executive Council will meet a minimum of two times per year. The dates, times, agenda, and location will be determined by the Executive Council President.

The Chapters will meet a minimum of three times per year but are encouraged to meet on a monthly basis from September to May. The dates, times, agenda, and location will be determined by Chapter Presidents.

Statewide meetings to consist of a Spring Conference and a Fall Seminar. Topics to address the structural engineering community including updates and discussion of issues with NCSEA as determined by the Executive Council. Chapters will alternate hosting the statewide meetings. In even years, Central Chapter to host the Spring Conference and Eastern Chapter to host the Fall Seminar. In odd years, Eastern Chapter to host the Spring Conference and Central Chapter to host the Fall Seminar.

SECTION B Special statewide meeting can be scheduled by the Executive Council. Chapter meetings can be scheduled by Chapter Officers.

SECTION C Meeting expenses will be offset by a registration fee, the amount of which shall be established and collected by the Executive Director with assistance from Chapter Presidents as necessary.

SECTION D The President, or his assignee, will be responsible for notifying the appropriate membership of meetings and should provide at least five (5) days advance

notice. The Executive Director shall provide updated contact information to each Chapter President.

SECTION E The order of business will be prescribed by the presiding officer and will be conducted according to Robert's Rules of Order.

## **ARTICLE VI COMMITTEES**

SECTION A The Presidents shall have the authority to form committees or teams and appoint or remove chairpersons.

## **ARTICLE VII CONFLICT OF INTEREST**

SECTION A Any director, officer, or key employee who has an interest in a contract, salary negotiation, or other transaction presented to the Chapter Officers or to the Executive Council or a committee thereof for authorization, approval, or ratification shall make a prompt and full disclosure of his interest to the Officers, Executive Council, or committee prior to its acting on such contract or transaction. Such disclosure shall include any relevant and material facts known to such person about the contract or transaction which might reasonable be construed to be averse to the corporation's interest.

SECTION B The body to which such disclosure is made shall thereupon determine, by a vote of seventy-five (75%) of the votes entitles to vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor exert his personal influence regarding, nor participate in (other than to present factual information or to respond to questions) the discussions or deliberations with respect to such contract or transaction. Such person may be counted in determining whether a quorum is present but may not be counted when the Chapter Officers, Executive Council, or a committee thereof takes action on the transaction. The minutes of the meeting shall reflect the disclosure made, the vote thereon, the abstention from voting and participation (where applicable), and whether a quorum was present.

## **ARTICLE VIII BYLAWS**

SECTION A The Bylaws may be amended by affirmative vote of 75 percent of the Members responding to a letter-ballot. The letter-ballots shall be sent by email or in hard copy by first class mail or personal deliver to each Member eligible to vote and shall provide 30 days to respond.