BYLAWS

OF THE

STRUCTURAL ENGINEERS ASSOCIATION OF MONTANA

April 20, 2004

(Amended January 8, 2016)

ARTICLE I - NAME AND ORIGIN

The name of this association shall be the Structural Engineers Association of Montana, hereinafter referred to as SEAMT. SEAMT was established in 2004 as an organization open to all structural engineers and persons with an interest in the objectives of SEAMT.

ARTICLE II - OBJECTIVES

The overall objective of SEAMT is the advancement of the practice of structural engineering for the benefit of public safety and the structural engineering profession.

SEAMT is also established for the following purposes:

1. To be a forum for discussion of professional and technical issues of interest to structural engineers.

2. To promote good business relations and practices among structural engineers and related professionals.

3. To develop policies, guidelines, and standards for technical, professional, and business matters concerning the practice of structural engineering.

4. To participate with other organizations in the development of standards, codes, and other documents that affect the practice of structural engineering.

5. To work toward the development, promulgation, and enforcement of effective regulation of the practice of structural engineering.

6. To promote the qualifications-based selection of structural engineering services.

7. To encourage the pursuit of excellence in engineering work and give recognition to special achievements.

ARTICLE III - MEMBERSHIP

1. **Qualifications:** Membership in SEAMT may be held by individuals only, and shall consist of the following categories.

   A. **Professional Members** are professional engineers registered by the State of Montana who are actively practicing, teaching or conducting research in the field of structural engineering.

   B. **Student Members** are those full-time students who are pursuing engineering degrees at colleges and universities and who are interested in the practice of structural engineering.

   C. **Affiliate Members** are persons with an interest in the objectives of SEAMT including, but not limited to, EIT's, non-licensed engineers, and building officials.

   D. **Associate Members** are professional engineers registered in another state or jurisdiction who are actively practicing, teaching or conducting research in the field of structural engineering.

   E. **Life Members** are past Professional Members who may or may not currently practice structural engineering but who, as a result of past membership in and service to

SEAMT, are granted Life Membership. Life membership shall require a written request by any other member of SEAMT submitted to the Board of Directors for their approval.

The Life Member category shall be a method of recognizing distinguished service. Distinguished service to SEAMT shall include, as a minimum, the following: served in one or more officer positions; served on the Board of Directors; served on committees; active in a continuous fashion throughout membership. This category of membership is intended to honor service and to encourage continued participation in the organization.

F. **Honorary Members** are those persons who have:

1.) Achieved acknowledged eminence in some branch of engineering or the science related thereto, or

2.) Contributed outstanding service to the profession of structural engineering and SEAMT.

2. **Voting Members:** Only Professional Members and Life Members shall have the right to vote.

3. **Admission:** A person is admitted to membership in SEAMT only upon a review by and a majority vote of the Board of Directors. An application for membership shall include the following:

A. New members must provide reference name of at least one (1) Professional Member of SEAMT to the Board of Directors.

B. Past Members who wish to reinstate membership must file a written request with the Board of Directors.

C. Life Members and Honorary Members are selected by the Board of Directors upon a written request by any other member of SEAMT.

Admission to Honorary Membership also requires a majority vote of Voting Members present at a General Meeting.

D. A change in membership category requires a written request from the member. Where the request is to change to the category of Professional Member, the additional requirement for new members (3.A. above) is also required.

4. **Leave of Absence:** The Board may grant a leave of absence for a specific period of time to a member of SEAMT, thus relieving the member of all responsibilities and dues. Requests for leaves of absence must be made in writing to the Board.

ARTICLE IV - ORGANIZATION

1. **Officers:** The officers of SEAMT shall be a President, a Vice-President, a Treasurer and a Secretary.

2. **Board of Directors:** The Board of Directors, also referred to herein as the Board, shall consist of the (4) elected officers listed above, together with the past President and four (4) elected Directors, with the President acting as Chair. All officers and directors must be Professional Members of SEAMT.

3. **Committees:** Committees shall be established and appointed at the discretion of the Board to carry out objectives and operations of SEAMT, except that the Board shall also establish a committee upon petition by the membership. Such petition for establishing a committee shall be signed by at least ten (10) Voting Members, or ten (10) percent of the Voting Membership, should that be a greater number, or such petition shall be by a majority vote of the Voting Members at a General Meeting.

ARTICLE V - OFFICERS AND DIRECTORS

1. **Term:** The term of officer shall be as follows: President – two (2) years; Vice President – two (2) years; Treasurer – two (2) years; Secretary – one (1) year. The terms of the four Directors shall be staggered and shall each last for two (2) years. The term of past President shall be one (1) year immediately following the term of Presidency. These terms shall begin on January the First and shall continue for the term, or until a duly elected or appointed (in case of a vacancy) successor takes each office. No officer or Director may be elected to serve in two (2) positions simultaneously.

2. **Vacancy:** In the event of a vacancy in the office of President, the Vice-President shall succeed to that office. Permanent or temporary vacancies in the office of Vice-President, Treasurer, Secretary, or Director shall be filled by appointment by a majority vote of the Board. Directors appointed to fill a term exceeding one (1) year shall stand for election by the membership at the next regular elections.

3. **Succession:** An individual may be elected to serve successive terms in the office or as a Director.

4. **Election of Officers and Directors:**

   A. The President shall appoint a Nominating Committee consisting of three (3) Voting Members of SEAMT. Members of the Nominating Committee shall not be nominated as a candidate for officer or Director.

   B. The Nominating Committee shall nominate one (1) or more qualified and willing SEAMT Voting Members for each of the offices of President, Vice-President, Treasurer, Secretary and two (2) Directors.

   C. The Nominating Committee shall present its nominations to the Secretary and the nominations shall be distributed to the membership with the Notice of the Annual Meeting.

   D. Additional nominations by Voting Members may be made from the floor of the Annual Meeting. All nominees from the floor shall indicate a willingness to serve before the nomination will be accepted.

   E. The Secretary shall prepare a letter ballot containing the names of all nominated candidates and also containing a blank space for each office in which the name of a write-in candidate may be written. The Secretary shall mail the ballot to all Voting Members of SEAMT. The ballot must be returned not less than twenty-one (21) days after the date of mailing. If a write-in candidate receives the most votes but is unwilling to serve, the candidate with the next highest number of votes shall be declared elected.

F. The Secretary shall collect and, with one Director, shall tabulate the results of the balloting.

G. The candidate receiving the highest number of votes for each office shall be declared elected. In the case of a tie, the Board shall decide the winner.

H. The Secretary shall announce the results of the election to all members of SEAMT by the end of December.

ARTICLE VI - MANAGEMENT

1. **Board:** The management of SEAMT shall be vested in the Board, subject to the SEAMT Articles of Incorporation, these Bylaws, and the directives of the membership, as expressed by a majority vote of Voting Members at a General Meeting or through letter ballot.

2. **Annual Report:** The Board shall make an annual report to the membership, which shall include a financial statement and such other matters as may be deemed appropriate.

3. **President:** The President shall:

   A. Provide the detailed management of the affairs of SEAMT acting under the oversight and authority of the Board of Directors.

   B. Preside at all General Meetings and at all Board of Directors meetings.

   C. Set the order of business at all of the above meetings.

   D. Carry out the directives of the Board of Directors.

   E. Act as liaison with related organizations.

   F. Act as spokesperson for the Association.

4. **Vice-President:** The Vice-President shall:

   A. Preside at all general or Board meetings in the absence of or at the request of the President and perform all of the President's duties at such meetings.

5. **Treasurer:** The Treasurer shall:

B. Be the custodian of all funds, sign checks for authorized expenses, notify bank of change of officers, present a written statement of finances at all General Meetings, send annual dues notices in December, collect annual dues, send out overdue notices as needed, and produce the year-end financial statement.

C. File the annual return with the I.R.S.

6. **Secretary:** The Secretary shall:

A. Record the proceedings of all General Meetings and Board meetings, present minutes of such meetings to the membership, and maintain all records.

B. Prepare, send, collect and announce the results of all ballots.

C. Mail notice of General meetings and of all regular meetings of the Board and Committees to all members at least ten (10) days before each meeting.

D. Be responsible for all other official correspondence of SEAMT.

ARTICLE VII - MEETINGS

1. **General Meetings:** General Meetings are meetings to which the entire SEAMT membership is invited.

A. There shall be at least two (2), but not more than twelve (12) General Meetings held each year. One of the General Meetings shall be known as the Annual Meeting and shall be held in the fall of each calendar year.

B. General Meetings may be called by the Board with a minimum of ten (10) days advance written notice to the membership.

C. Ten (10) Voting Members, or one-half (1/2) of the Voting Members, whichever is the lesser number, but not less than ten (10) percent of the Voting

Membership shall constitute a quorum for the transaction of business at all General Meetings.

2. **Board Meetings:**

A. Regular meetings of the Board shall be held at least two (2) times per year.

B. Upon giving ten (10) days notice, the President or any other two (2) Board members may call a special meeting of the Board.

C. Five (5) members of the Board shall constitute a quorum for the transaction of business.

3. **Committee Meetings:** Committees shall establish regular meetings on a schedule to permit notice to the general membership. Special meetings may be scheduled with notice only to the Board. Normal committee expenses are incidental expenses such as postage, stationery costs, and copying. Normal expenses less than $100/year will be paid upon submittal. Normal expenses exceeding $100/year require prior approval by the Board. Special committee expenses can be submitted to the Board of Directors for reimbursement approval. Costs of committee meals will not be reimbursed.

4. **Rules of Order:** The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern all meetings of SEAMT, including Board and committee meetings, in all cases to which they are applicable and in which they are not inconsistent with the Articles of Incorporation, these Bylaws, or any special rules adopted by the Board. Recommendations may be made by a meeting of the Voting Members or of the Board without a quorum and may be recorded in minutes if noted that a quorum is not present, but such recommendations shall not become official actions until ratified at a meeting with a quorum or by a letter ballot.

ARTICLE VIII - DUES

1. **Amount of Dues:** The yearly dues for each category of membership shall be reviewed by the Board and any recommended changes shall be passed by a majority of the Board and by a majority of all Voting Members at the next General Meeting.

2. **Payment and Suspension:** Annual dues for the coming year are due in January. The Board may suspend any member whose dues are more than four (4) months in arrears from membership.

3. **Adjustments:**

   A. Adjustments to dues shall be proposed by the Board and approved by a majority vote of the Voting Members present at the next General Meeting.

   B. New members will be assessed dues for the first year (or portion thereof) in the amount of 1/12 of the appropriate annual dues times the number of months remaining in the calendar year at the time membership is approved, plus a fee established by the Board.

   C. Life Members and Honorary Members shall not be required to pay dues.

   D. Student members will receive their first year of membership at no cost. He/she will be required to pay the student membership fee for each subsequent year of membership as a student.

ARTICLE IX - EXPULSION AND RECALL

A member may be expelled from SEAMT or an officer or Director may be recalled from office for engaging in unprofessional conduct or criminal activity as determined by the membership in an election by petition as follows:

1. A petition for expulsion or recall shall be signed by at least twenty (20) percent of the Voting Membership and shall be presented at either a Board meeting or a General Meeting.

2. The names of the Voting Members on the petition shall be checked against the current roster jointly by the Secretary and a proponent of the petition at the meeting where the petition is presented.

3. The Secretary shall prepare a letter ballot with the choice of "Yes" or "No" on the expulsion or recall question for each individual member, officer, or Director named on the petition. The ballot shall be mailed within one (1) week of validation and shall be due within fifteen (15) days of mailing.

4. The Board shall appoint a Teller Committee of two (2) present or past officers who are not named on the recall petition to collect and count the ballots.

5. At least a majority of the Voting Members must return ballots for the election to be valid.

6. The member is expelled from SEAMT if at least three quarters (3/4) of the votes cast are in favor of expulsion. The officer or Director is recalled from office if a majority of the votes are in favor of recall.

ARTICLE X - PUBLICATIONS

All policy statements and publications, except newsletters and notices, shall be approved by a majority vote of the Voting Members at a General Meeting where prior written notice has been given. Such actions are specifically subject to the provisions of Article XI. Likewise, outdated publications may be rescinded, changed, or declared void by the same procedure.

ARTICLE XI - REPRESENTATION

The Board shall appoint SEAMT members to represent SEAMT in any engineering, technical, professional or political group with which a majority of the Voting Members at a General Meeting has voted to be affiliated. Representatives shall report all their activities on behalf of SEAMT to the Board, either in writing or in person at a Board meeting. Where the representative is called upon to make a statement of position on behalf of SEAMT, such position shall first be approved by the Board and presented as the position of the Board of Directors of SEAMT, unless that position has been approved by the Voting Members, in which case it may be presented as the position of the membership of SEAMT. Approval by the Board of specific items may be delegated by the Board to a committee, but the representative or committee must still report these actions to the Board. Letters written by a member stating a position on behalf of SEAMT shall require verbal approval by the majority of the

Board of Directors and two signatures, one of which shall be that of a current officer: President, Vice-President, Treasurer or Secretary.

ARTICLE XII - LETTER BALLOT

1. **Call:** Letter ballots addressed to all Voting Members shall be used for election in the following instances:

   A. All amendments to these Bylaws.

   B. All matters petitioned by ten (10) Voting Members, or ten (10) percent of the Voting Membership, should that be a larger number. A voice or written vote for ballot on a matter during a General Meeting by ten (10) Voting Members shall be considered an acceptable petition for letter ballot.

   C. Any matter recommended by the Board.

2. **Procedure:** Except for elections of officers (see Article V) and the additional requirements for amendments to these Bylaws (see Article XIII), the following shall apply to letter ballots:

   A. Ballots shall provide the following alternatives: Yes, No and Not Voting. Written comments are encouraged, especially for a "No" vote, if a revision in the ballot would change the negative to affirmative.

   B. Closing date for return of the ballots shall be not less than thirty (30) days and no more than fifty (50) days after the date mailed, unless stated otherwise in the adopting motion.

   C. Ballots shall be counted by a Teller Committee appointed by the President.

   D. A majority of the ballots which Voting Members are entitled to cast must be returned and at least two-thirds (2/3) of the ballots returned must be in the affirmative to record a favorable vote. With the exception of minor editorial revisions, any proposed change(s) for resolution of written comments and/or

negative votes will require subsequent approval by the Voting Membership, either at a General Meeting or through another letter ballot.

E. All votes and supporting materials shall be filed with the Secretary. The Secretary shall report the results of the balloting to the membership, including all comments.

ARTICLE XIII - AMENDMENT TO THESE BYLAWS

A letter ballot, as provided for in Article XII, with the following additional requirements, may amend these Bylaws:

1. The proposed amendment shall be submitted in writing in a General Meeting notice and reviewed at the General Meeting.
2. For passage, at least two-thirds (2/3) of the ballots which Voting Members are entitled to cast must be returned and at least two-thirds (2/3) of the ballots which Voting Members are entitled to cast must be in favor of the proposed amendment.

Amendments, which are passed, shall take effect immediately, unless stated otherwise in the adopting motion.