BYLAWS
of the
STRUCTURAL ENGINEERS ASSOCIATION OF NORTHERN CALIFORNIA

Amended: May 1, 1959; Nov. 7, 1962; Dec. 6, 1966; Dec.1, 1970; May 2, 1972; June 4, 1974; June 3, 1975; June 24, 1977; June 5, 1979; October 6, 1981; June 1, 1982; June 5, 1984; June 7, 1988; June 4, 1991; April 13, 1994; June 13, 1995; June 2, 1998; June 3, 2003; June 8, 2004; June 4, 2013

ARTICLE I
Statement of Purpose

This Association is established for the following purposes:

Section 1. To advance the art and science of structural engineering; to assist the public in obtaining dependable structural engineering services; to encourage engineering education; to maintain the honor and dignity of the profession; to enlighten the public regarding the province of the structural engineer; to advance proper legislation and to oppose improper legislation affecting structural engineering practice; to cooperate with other professional organizations; to cultivate social contacts within its Membership and by closer association and better mutual understanding to discourage unethical and/or detrimental practice.

Section 2. To afford the public a reasonable assurance of the ability and integrity of its Membership by requiring that those admitted shall have established and shall maintain a high professional reputation.

Section 3. To secure uniformity of action among the individuals forming this Association upon the general principles herein set forth, and upon such policies as may be decided upon from time to time for the good of the profession.

ARTICLE II
Membership

Membership in the Association shall consist of the following grades: MEMBER SE, MEMBER, ASSOCIATE MEMBER, AFFILIATE MEMBER, INDUSTRY MEMBER, STUDENT MEMBER, CORRESPONDING MEMBER, FELLOW, HONORARY MEMBER, and LIFE MEMBER. In addition, firms may be designated as BUSINESS FORUM MEMBERS.

Section 1. A MEMBER SE shall be a Civil Engineer registered in the State of California with authority to use the title Structural Engineer. A Member SE may vote, hold office, serve as a director, committee chair or committee member within the Association and may serve as director, officer, committee chair or committee member of the Structural Engineers Association of California (SEAOC).

Section 2. A MEMBER shall be one of the following:

a. A Civil Engineer registered in the State of California regularly engaged in the practice of structural or related engineering,

b. A person who conducts research and/or holds a teaching position at a university or college,

c. A person who has attained eminence in the field of engineering which, in the opinion of the Board of Directors, qualifies the person for the grade of Member.

A Member shall have all of the rights and privileges of a Member SE except that s/he may not hold the office of President or Vice President, may not serve on the Board of Directors of SEAOC, and may not chair the SEAOC Seismology, Code, Existing Buildings, Vision 2000 or Professional Activities committees except with the approval of the SEAOC Board of Directors.

Section 3. An ASSOCIATE MEMBER shall be a structural, civil, or architectural engineering graduate who is not eligible for the grade of Member or Member SE. An Associate Member shall have the rights and privileges of a Voting Member except that s/he may not vote or hold office.

Section 4. An AFFILIATE MEMBER shall be a person in an allied field cooperating with and/or working closely with structural engineers in the advancement and practice of the technical aspects of structural engineering. An Affiliate Member shall have the rights and privileges of a Voting Member except that s/he may not vote or hold office.

Section 5. An INDUSTRY MEMBER shall be a person in an industry cooperating with structural engineers. An Industry Member shall have the rights and privileges of a Voting Member except that s/he may not vote or hold office.

Section 6. A STUDENT MEMBER shall be an engineering student who is enrolled full time in an accredited engineering school or college. A Student Member shall have the rights and privileges of a Voting Member except that s/he may not vote or hold office.

Section 7. A CORRESPONDING MEMBER shall be a person interested in supporting the goals and purposes of the Association who does not qualify for other membership grades or who does not reside in California or Nevada. A Corresponding Member shall have the rights and privileges of a Voting Member except that s/he may not vote or hold office.

Section 8. A FELLOW shall be a Member SE so designated by the Board of Directors in recognition of outstanding service to the Association or accomplishments in the field of structural engineering. S/he shall have been a member in good standing for 15 years.

Section 9. An HONORARY MEMBER shall be a person so designated by the Board of Directors in special recognition of the person's contribution to the excellence of the structural engineering profession. An Honorary Member who is a Voting Member shall have the rights and privileges of the grade s/he holds. An Honorary Member who is not a Voting Member may not vote or hold office.

Section 10. A LIFE MEMBER shall be a Member SE, Member, Affiliate Member, Industry Member or Corresponding Member who is so designated by the Board of Directors. S/he shall have been a Member for 20 years and be retired. A Life Member shall have the rights and privileges of the grade held at the time of being designated a Life Member.

Section 11. BUSINESS FORUM MEMBERS shall be firms accepted to the Business Forum of the Association. Business Forum Members may participate in the activities of the Business Forum but have no other standing in the Association.

Section 12. Transfer from Associate Member to Member or from Affiliate Member to Member or from Member to Member SE shall be automatic when the qualifications have been attained and the transfer has the approval of the Board of Directors of the Association.

Section 13. The term "Voting Member" as used throughout these bylaws shall mean a person holding the class of "Member SE" or "Member".

Section 14. The term "Member" as used subsequently in these Bylaws shall, unless otherwise noted, mean a person holding any class of membership.

Section 15. The qualifications of Members may be reviewed at the discretion of the Board of Directors.

ARTICLE III
Membership
Admissions, Transfers, Leaves of Absence, Resignations, Expulsions

Section 1. Admission to the Association shall be in accordance with the following procedure:

a. A completed application shall be submitted to the Board of Directors.

b. Notice of the application shall be sent to the Membership, who

shall have 30 days from the date of mailing of the notice in which to file written objection to the election of the applicant.

c. The Board of Directors shall vote upon the application giving due consideration to any objections that might be received. The applicant shall be duly elected upon receipt of a majority vote of the full Board of Directors.

d. An application for student membership shall include payments for both the initiation fee and the first year's annual dues for student membership.

Section 2. An application for transfer from a Member in good standing of another member association of the Structural Engineers Association of California shall be considered as a new application for Membership except that initiation fee and the requirement of endorsement shall be waived. The appropriate grade of Membership shall be determined in accordance with this Association's Bylaws. An applicant shall furnish a statement from the former Association stating that the applicant is a member in good standing, that dues have been paid for their current fiscal year, citing the duration of time of membership and stating the present grade of Membership. If all of the above requirements have been met, the applicant will not be required to pay any dues to this Association until the start of the next fiscal year.

Section 3. Upon written request, the Board of Directors may grant a Member a leave of absence for the current fiscal year. Leave may be renewed with the suspension of dues at the discretion of the Board when requested in writing.

Section 4. If all dues have been paid, a Member may apply for resignation by written communication to the Board of Directors, which is empowered to accept the resignation. A Member having thus resigned may be reinstated by the Board without payment of the initiation fee.

Section 5. Any Member may prefer charges for disciplinary action against any other Member or Members upon the grounds of unprofessional conduct or conduct detrimental to the Association or in violation of its Canon of Ethics or these Bylaws. Such charges shall be made in writing specifically stating the conduct in question, and shall be addressed and sent to or delivered to the Secretary of the Association and be signed by the Member preferring the same. Such charges shall be treated as confidential by all concerned and they are not to be discussed or disseminated except as provided by this section. The Board of Directors shall consider the charges, and if disciplinary action appears to be warranted, the Secretary of the Association shall advise the Member in writing of the charges against the Member, the name of the person preferring such charges, the time and place of the hearing of such charges (which hearing shall be conducted by the Board of Directors), and of the member's right to present at such time a defense either in person or in writing. After considering the evidence presented at such hearing, the Board of Directors may, by a two-thirds vote of the full Board, order such disciplinary action as it deems appropriate, including, but not restricted to, censure, suspension from membership or expulsion. The suspension period shall not exceed one year and during the period of any suspension, the member's obligation to pay dues shall continue. The Board of Directors may, at its discretion, notify the membership of the disciplinary action taken. Each member of the Association waives any claim for libel or slander which he may have against any Member of the Board of Directors, or any officer, agent, or employee of this Association by reason of any charges made or published or any other action taken pursuant to this section.

Section 6. Should a Member be expelled from this Association, s/he shall not again be entitled to Membership, unless the Board of Directors decide that extenuating circumstances and/or subsequent record may favor an applicant for readmission.

ARTICLE IV
Dues, Assessments and Contributions

Section 1. Initiation and transfer fees shall be set by the Board of Directors and shall be published annually.

Section 2. Annual dues shall consisted of Association dues and SEAOC dues.

Association dues are those paid for support of, and use of, the Structural Engineers Association of Northern California and shall be set by the Board of Directors.

SEAOC dues are those paid for the support of, and use of, the Structural Engineers Association of California and are set by the SEAOC Board of Directors. Payment of SEAOC dues is mandatory for all SEAOC Member grades assessed by SEAOC in the amounts so assessed.

Section 3. Annual dues shall be assessed at 100% for each grade of Membership except: Associate Members and Affiliate Members shall pay 50% of the annual dues, Student Members shall pay 25% of the Association dues (no SEAOC dues), Business Forum Members shall pay those dues assessed by the Association and by SEAOC, Life Members so designated before 1995 and Honorary Members shall pay no dues, and Life Members so designated after 1994 shall pay 25% of the annual dues.

Annual dues and the amounts applying to each grade of membership shall be published annually. Annual dues shall be payable upon billing and any Member more than six months in arrears shall, except as herein provided, cease to be a Member of the Association. Any such person who wishes to be reinstated in the Association shall pay the full initiation fee.

Section 4. The Board of Directors may increase or decrease initiation fees, transfer fees, and Association dues singly or collectively, by not more than 10% in any one year. Increases or decreases in excess of 10% must be approved by an affirmative vote of not less than two-thirds of those voting by letter ballot in which balloting a majority of the Voting Members vote thereon.

Members changing grade within the Association shall not be required to pay any additional dues during the fiscal year of the change.

On application from any Member, the Board of Directors may, at its discretion and for cause, remit part or all current dues and/or assessments of the Member or extend the time of payment.

Section 5. Additional moneys required to carry on the activities of the Association may be raised through assessments which shall not exceed the annual dues for any one fiscal year. Any assessments proposed by the Board of Directors must be approved by an affirmative vote of not less than two-thirds of those voting by letter ballot in which balloting a majority of the Voting Members vote thereon.

Section 6. 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.

Section 7. The fiscal year of this Association shall be from the first day of July to the last day of June of the following year.

ARTICLE V
Officers and Directors

Section 1. The officers shall be a President, a Vice President, a Secretary and a Treasurer.

Section 2. The Board of Directors shall consist of 9 Voting Members which shall include the President, the Vice President, the last available Past President, and 6 Directors. The Treasurer and the Secretary shall be appointed by the President from among the Directors.

Section 3. The President, the Vice President and 3 Directors shall be elected annually by the Voting Members.

Section 4. The President and Vice President shall be elected for one-year terms, the Directors for terms of two years.

Section 5. Directors shall be ineligible to succeed themselves.

Section 6. Except as otherwise provided, a vacancy in any office shall be filled by the Board of Directors appointing for the unexpired term the available candidate for that office who received the next highest number of votes at the last election.

ARTICLE VI

Nominations and Elections of Officers and Directors

Section 1. The election of officers shall be held each year at the regular meeting in the month of June.

Section 2. Candidates for the offices of President, Vice President and Director shall be nominated and elected in accordance with the following procedure: A Nominating Committee consisting of 5 Voting Members shall be nominated and elected by ballot at February meetings--4 will be selected at the San Francisco meeting and 1 will be selected at the South Bay meeting. Nominations for this committee may be made by Members of any classification but only eligible Members shall be nominated. Incumbent Officers, Directors and Members of the Nominating Committee for the preceding year are ineligible for the current Nominating Committee. At the San Francisco meeting, voting members shall vote for 4 from a list of at least 8 nominees. The 4 receiving the highest votes shall be declared elected to the Nominating Committee. At the South Bay meeting, voting members shall vote for 1 from a list of at least 2 nominees. The 1 receiving the most votes will be delared elected to the nominating committee. Service on this committee shall not affect a Member's eligibility for office.

Before April 2 the Nominating Committee shall report its nominations for office - at least 1 name for President, at least 1 name for Vice President, and at least 2 names for each Director to be elected. This report shall be sent to the Voting Members before April 9. Up to May 1, additional nominations may be made by petition of at least 5 percent of the Voting Members.

Section 3. Before May 10 all Voting Members shall be sent a ballot listing the nominees for the various offices. The balloting method shall maintain the integrity of the election process and provide strict adherence to the concept of the secret ballot and assurance of only one vote per eligible member.

The completed ballot shall be validated by the voter and returned per instructions to the Association office before noon of the day of the regular meeting in June. The ballots shall then be counted and those receiving the highest votes shall be declared elected at the June meeting of the membership. The elected Officers and Directors shall take office at the adjournment of the June Board of Directors meeting. Installation shall take place at an appropriate meeting of the Membership.

Section 4. All elections shall be conducted by Election Committees appointed by the President. Results of balloting at all elections shall be sent to the Membership.

ARTICLE VII

Powers and Duties of Officers and Board of Directors

Section 1. The President shall preside at all meetings of the Association and of the Board of Directors. S/he shall be an ex-officio Member of all committees.

Section 2. The Vice President shall fulfill the duties of the President in the President's absence. In the event of the President's death or resignation, the Vice President shall perform the duties of the President until the next June meeting.

Section 3. Minutes of the Association's annual meeting and of its Board of Directors' meetings shall be taken by the Secretary or the Secretary's delegate. A copy of such minutes shall be preserved in the Association office.

The Treasurer shall be the custodian of all funds and financial records of the Association and shall make disbursements when authorized by the Board of Directors.

Financial allowances shall be made to the Secretary, Treasurer, and other officers, directors, or committee representatives by the Board of Directors.

Section 4. The Board of Directors shall direct and control the affairs of the Association.

ARTICLE VIII

Meetings

Section 1. Meetings of the Association shall be held at the call of the Board of Directors.

Section 2. Five Directors shall constitute a quorum of the Board of Directors.

Section 3. The Board of Directors shall meet at least once a month. Special meetings may be called by the President.

Section 4. The Annual Business Meeting of the Association shall be the regular meeting in June of each year.

Section 5. Roberts' Rules of Order as latest revised shall govern all parliamentary procedure not otherwise provided for by these Bylaws.

ARTICLE IX

Amendments

Section 1. Amendments to ARTICLES II, III, IV, V or IX of these Bylaws may be initiated by the Board of Directors, or on petition of at least 10% of the Voting Members. The Amendment shall be adopted only upon qualifying vote by letter ballot. Qualifying vote is defined as affirmative vote of not less than two-thirds of the Voting Members voting and at least one-third of the eligible Voting Members.

Section 2. An amendment to the remaining portions of these Bylaws may be made by resolution at any regular meeting provided that 30 days notice of intention has been given. The amendment shall be adopted only upon an affirmative vote of not less than two-thirds of the votes cast by Voting Members at the meeting.

ARTICLE X

Delegates to the Structural Engineers Association of California

Section 1. The number and qualifications for the Delegates to the Structural Engineers Association of California (SEAOC) shall meet the requirements set forth in the Bylaws of the Structural Engineers Association of California, Inc.

Section 2. The appointment of Delegates to represent this Association on the Board of Directors of SEAOC shall be made by the Board of Directors of this Association prior to the annual convention of SEAOC. The term of office of Delegates shall be for two years. The term of one-half (1/2) of the Delegates shall alternate with the other half. The appointed delegates shall be MEMBER SE's of the Association, one of which shall be the immediate Past President of the Association each year.

ARTICLE XI

Standing Committees

Section 1. The Standing Committees of this Association shall include but not be limited to the following:

- Business Forum
- Bylaws
- Construction Quality Assurance
- Continuing Education
- Disaster Emergency Services
- Existing Buildings
- Program
- Public Affairs and Membership
- Seismology and Structural Standards
- Younger Members Forum

Section 2. The Membership and number serving on Committees shall be as specified in the Policies as established by the Board of Directors.

Section 3. The President may appoint any other committees at his discretion. Additional Standing Committees may be created or existing committees eliminated by the Board of Directors.

ARTICLE XII

Student Chapters

Section 1. Student Chapters may be organized by Student Members on any accredited college or university campus, where there is sufficient interest to warrant and where such a chapter is approved by the Board of Directors.

Student Chapters may organize activities consistent with the aims of this Association, including technical programs and social events.

Section 2. The internal organization of the chapters shall be determined by the chapter Members and shall be subject to approval by the Board of Directors.

Section 3. The relationship of the Student Chapters to this Association shall consist of the following:

a. All Members of the Student Chapter shall be Student Members or other grade Member of this Association and shall have all the usual privileges of those grades.

b. Students may be Student Members of this Association without belonging to a Student Chapter.

c. The President will appoint a contact Member for each chapter, who shall be a Member. The contact Member shall act as liaison between the Student Chapter and the Board of Directors.

d. This Association will provide support for Student Chapter activities in the form of speakers, tours, publications, etc., in so far as possible, as requested by the chapters and approved by the Board or Directors.

Section 4. Student Chapters shall have a faculty advisor who should preferably be a Member of this Association.

Section 5. Student Chapters shall be financially self sustaining and may impose dues consistent with the financial needs of the chapter. Such dues shall be in addition to those charged by this Association.

ARTICLE XIII

Policy on Discrimination and Harassment

Section 1. All SEAONC members and guests have the right to participate in SEAONC activities in an environment free of discrimination and harassment. SEAONC requires respect for the rights and dignity of each member and guest. Discrimination or harassment, whether or not specifically defined by law, will be neither condoned nor tolerated and is considered conduct detrimental to the Association.

Section 2. Complaint Procedure: Any member or guest witnessing or personally subjected to discrimination or harassment by a member at a SEAONC activity is encouraged to notify the President of SEAONC, a Director, or the Committee Chair should the incident occur at a committee meeting. Upon receiving or hearing of a complaint the official shall notify the President and, in cooperation with the complainant, write a description of the charges for submission to the Secretary, consideration by the Board of Directors, and possible disciplinary action per Section 5, Article III of these Bylaws. Charges shall be signed by the official and by the complainant.

Section 3. On an annual basis, the President of SEAONC will hold a review presentation at a Board of Director's regularly scheduled meeting with event and committee chairs on this Policy. The purpose of the review will be to ensure that all board members and event and committee chairs understand the SEAONC policy and are able to enforce the policy intent.

CANONS OF ETHICS FOR ENGINEERS

STRUCTURAL ENGINEERS ASSOCIATION OF NORTHERN CALIFORNIA

Adopted by resolution October 31, 1962
Amended June, 1979; June, 1989

Foreword

Honesty, justice, and courtesy form a moral philosophy which, associated with mutual interest among people, constitutes the foundation of ethics. The engineer should recognize such a standard, not in passive observance, but as a set of dynamic principles guiding his conduct and way of life. It is his duty to practice his profession according to these Canons of Ethics. As the keystone of professional conduct is integrity, the engineer will discharge his duties with fidelity to the public, his employers, and clients, and with fairness and impartiality to all. It is his duty to interest himself in public welfare, and to be ready to apply his special knowledge for the benefit of mankind. He should uphold the honor and dignity of his profession and also avoid association with any enterprise of questionable character. In his dealings with fellow engineers he should be fair and tolerant.

Professional Life

Sec. 1. The engineer will cooperate in extending the effectiveness of the engineering profession by interchanging information and experience with other engineers and students and by contributing to the work of engineering societies, schools, and the scientific and engineering press.

Sec. 2. The engineer will not advertise in a false or deceptive manner.

Relations With the Public

Sec. 3. The engineer will endeavor to extend public knowledge of engineering and will discourage the spreading of untrue, unfair, and exaggerated statements regarding engineering.

Sec. 4. He will have due regard for the safety of life and health of the public and employees who may be affected by the work for which he is responsible.

Sec. 5. He will express an opinion only when it is founded on adequate knowledge and honest conviction while he is serving as a witness before a court, commission, or other tribunal.

Sec. 6. He will not issue ex parte statements, criticisms, or arguments on matters connected with public policy which are inspired or paid for by private interests, unless he indicates on whose behalf he is making the statement.

Sec. 7. He will refrain from expressing publicly an opinion on an engineering subject unless he is informed as to the facts relating thereto.

Relations With Clients and Employers

Sec. 8. The engineer will act in professional matters for each client or employer as a faithful agent or trustee.

Sec. 9. He will act with fairness and justice between his client or employer and the contractor when dealing with contracts.

Sec. 10. He will make his status clear to his client or employer before undertaking an engagement if he may be called upon to decide on the use on inventions, apparatus, or any other thing in which he may have a financial interest.

Sec. 11. He will present clearly the consequences to be expected from deviations proposed if his engineering judgment is overruled by nontechnical authority in cases where he is responsible for the technical adequacy of engineering work.

Sec. 12. He will engage, or advise his client or employer to engage, and he will cooperate with, other experts and specialists whenever the client's or employer's interests are best served by such service.

Sec. 13. He will disclose no information concerning the business affairs or technical processes of clients or employers without their consent.

Sec. 14. He will not accept compensation, financial or otherwise, from more than one interested party for the same service, or for services pertaining to the same work, without the consent of all interested parties.

Sec. 15. He will not accept commissions or allowances, directly or indirectly, from contractors or other parties dealing with his client or employer in connection with work for which he is responsible.

Sec. 16. He will not be financially interested in the bids as or of a con tractor on competitive work for which he is employed as an engineer unless he has the consent of his client or employer.

Sec. 17. He will promptly disclose to his client or employer any interest in a business which may compete with or affect the business of his client or employer . He will not allow an interest in any business to affect his decision regarding engineering work for which he is employed or which he may be called upon to perform.

Relations With Engineers

Sec. 18. The engineer will endeavor to protect the engineering profession collectively and individually from misrepresentation and misunderstanding.

Sec. 19. He will take care that credit for engineering work is given to those to whom credit is properly due.

Sec. 20. He will endeavor to provide opportunity for the professional development and advancement of engineers in his employ.

Sec. 21. He will not directly or indirectly injure the professional reputation, prospects, or practice of another engineer. However, if he considers that an engineer is guilty of unethical, illegal, or unfair practice, he will present the information to the proper authority for action.

Sec. 22. He will exercise due restraint in criticizing another engineer's work in public, recognizing the fact that the engineering societies and the engineering press provide the proper forum for technical discussions and criticism.

Sec. 23. The engineer will establish financial relationships with clients and with other engineers based on his obligation to discharge his duties with fidelity to the public, to his clients, to his employers and to his employees. At no time shall the engineer's impartiality or dedication to safety and service be compromised in the interest of financial gain.

CANONS OF ETHICS FOR ENGINEERS

STRUCTURAL ENGINEERS ASSOCIATION OF NORTHERN CALIFORNIA

Adopted by resolution October 31, 1962
Amended June, 1979; June, 1989

Sec. 24. The engineer may review the work performed by another engineer for the same client, or for a different client, only after notification is given to the other engineer.

Sec. 24a. The engineer need not notify the other engineer that he is reviewing the work when:

(1) The review is conducted by government regulatory bodies, such as building inspection departments, agency staff engineers, etc., as part of the regular procedure in design and construction;

(2) the case is in litigation and the other engineer is one of the parties involved;

(3) the competency of the other engineer is under investigation by a duly authorized government agency and where an independent confidential review by another engineer is required.

Sec. 24b. Except when the engineer is not required to inform the other engineer, he shall inform the other engineer of any differences of opinion in the reviewed work in all cases where his review is not required to be confidential due to the expressed stipulation by his clients and/or on advice of counsel, in which case he shall so inform the other engineer.

Sec. 25. He will not become associated in responsibility for work with engineers who do not conform to ethical practices.