

Bylaws

of the

Structural Engineering Certification Board

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**May 5, 2004; amended January 8, 2005, October 13, 2006,
February 9, 2007, and June 18, 2010**

ARTICLE I. NAME

The Structural Engineering Certification Board shall be referred to as the SECB.

ARTICLE II. PURPOSE

The SECB shall exist to serve the public through the establishment and maintenance of criteria and procedures for the certification of engineers competent in the field of structural engineering. The SECB shall, through proper utilization of resources, support programs that have as their purpose the improvement of the practice of structural engineering and the service to the public.

ARTICLE III. LIMITATIONS

The SECB is a nonprofit, autonomous, and voluntary credentialing organization. No part of the net earnings of the SECB shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the SECB shall be authorized to pay reasonable compensation for services rendered or expenses incurred and to make payments and distributions in furtherance of the purpose set forth in Article II, above.

Upon the dissolution of the corporation, the SECB Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law), as the SECB Board of Directors shall determine.

ARTICLE IV. SECB BOARD OF DIRECTORS

Section 1. Directors: The SECB Board of Directors (“the Board”) shall be composed of between four (4) and nine (9) voting members as follows:

1. A maximum of six (6) structural engineers, duly licensed to practice in one or more of the 55 U.S. jurisdictions, who shall be certified by SECB (“Structural Engineer Directors”).
2. A maximum of one (1) member of the general public (“Public Member”).
3. A maximum of two (2) stakeholder members representing two (2) of the following: architects, governmental agencies, organizations that represent private individuals who routinely enlist the services of a structural engineer, or other organizations that have an interest in improving the competency of the practice of structural engineering (“Stakeholder Members”).

Section 2. Selection and Appointment: The President of the National Council of Structural Engineers Associations (“NCSEA”) shall appoint the initial Structural Engineer Directors. The Structural Engineer Directors shall appoint the Public Member and the Stakeholder Members.

Future Structural Engineer Directors shall be appointed by the Structural Engineer Directors. Their selection shall be from a list of candidates proposed by the Board.

Section 3. Term of Office: Structural Engineer Directors shall serve a term of three (3) years from the date of their entrance into office, or until their successors are seated. No director shall serve more than three (3) full terms, cumulative. Directors shall take office at the close of the annual meeting at which they are appointed.

The terms of service for the Structural Engineer Directors shall be staggered, such that no more than two (2) Structural Engineer Directors’ terms shall expire per year, so as to provide continuity to the Board.

The Public Member and the Stakeholder Members shall serve terms of two (2) years from the date of entrance into office, or until their successors are seated. No Stakeholder Member shall serve more than three (3) terms, cumulative.

Section 4. Vacancies: In the case of a vacancy, resignation, or removal of a Structural Engineer Director, the Chair of the Board shall designate an individual consistent with the requirements stated herein, to fill the unexpired portion of the previous Structural Engineer Director’s term.

Section 5. Resignation: A director may resign at any time by filing a written resignation with the Chair of the Board.

Section 6. Duties and Functions of the Board of Directors: The Board shall have full authority to establish policies, rules, regulations, and requirements for the certification program. The Board shall circulate proposed relevant changes in policies, rules, regulations, and requirements at least sixty (60) days prior to the meeting at which the Board will vote on the proposed changes, for their review and comment. Reasonable advance notice will be given prior to implementation.

The Board shall establish and maintain fee structures for the certification program and shall direct the establishment and implementation of certification criteria and procedures.

The Board may remove any officer or director for cause by two-thirds (2/3) vote of the Board at any regular or special meeting of the Board, provided that a statement of the reason or reasons for removal shall have been mailed by registered mail to the officer or director proposed for removal at least thirty (30) days before any final action is taken by the Board. This statement shall be accompanied by a notice of the time when, and the place where, the Board is to

take action on the removal. The officer or director shall be given an opportunity to be heard and the matter considered by the Board at the time and place stated in the notice.

The Board shall employ an executive director to carry out the administration of the SECB policy and programs, and the Board shall have the power to remove the executive director, in conformance with the procedures set out in the paragraph above.

The Board shall elect the officers of the Board and may appoint consultants whose specialized knowledge and ability would be of value in the furtherance and conducting of the affairs of the organization.

The Board shall maintain a policy manual and shall carry out any other lawful activities deemed necessary to further the objectives of the SECB.

ARTICLE V. MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Regular Meetings: The annual meeting of the Board shall be at a time and place designated by a majority of the Board for the election of officers, nomination and election of the Public Member and Stakeholder Members, and the transaction of business that comes before the SECB. There shall be a minimum of one additional regular meeting of the Board each year at a place designated by a majority of the Board for the transaction of such business as may come before the Board. Agendas of all items to be discussed at Board meetings shall be circulated at least thirty (30) days prior to the meeting.

Section 2. Special Meetings: Special meetings may be called by a majority of the Board, or by the Chair of the Board, filing a written request for such a meeting with the Secretary and stating the object, date, and hour thereof, provided that due notice is given each director thirty (30) days prior to the date of meeting.

Section 3. Notice: Notice of all regular and special meetings of the Board and an agenda of all items to be discussed at such meetings shall be given to all directors by the executive director no less than thirty (30) days prior to the meeting. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 4. Quorum: A majority of the directors shall constitute a quorum of any meeting of the Board. Such majority shall be capable of transacting such business as may be provided in these Bylaws.

Section 5. Mail Votes: When not in meeting, should a matter requiring a vote of the Board arise, a ballot by mail, authorized by the Chair of the Board, may be taken. A two-thirds (2/3) vote of the Board will be necessary to carry.

Section 6. Telephone Conference: The Chair of the Board may authorize a telephone conference meeting of the Board when deemed necessary. Ten (10) days notice of such conference call shall be given each director. Such notice shall include object, date, and hour of conference. Should an item of business need immediate attention and action by the Board, a telephone conference may be called without previous notice, as long as all of the directors have been contacted. A two-thirds (2/3) roll call vote of the Board will be necessary to transact the business at hand.

Section 7. Proxies: Voting by proxies shall not be permitted.

ARTICLE VI. OFFICERS

Section 1. Elective Officers: Elective Officers of the Board shall be four (4): Chair, Chair-Elect, Secretary, and Treasurer, all of whom shall be members of the SECB. The Chair shall be a Structural Engineer Director of the Board.

Section 2. Appointive Officer: The Appointive Officer of the Board shall be the Executive Director.

Section 3. Nominations and Elections: A Nominating Committee, consisting of one Public Member or Stakeholder Member and at least two Structural Engineer Directors appointed by the Chair, shall present a slate of officers. The elections shall be held at the Annual Meeting of the Board. Elections shall be by written ballot of the Board, and the majority of the ballots cast shall elect, provided a quorum of directors is present. In the event of a tie on the first ballot, run-offs between the candidates in contention shall be conducted until a majority vote for one candidate can be achieved.

Section 4. Term of Office: The newly elected officers shall take office at the close of the meeting at which they are elected. The term of office shall be one (1) year, or until respective successors assume office. A director may serve more than one (1) term in the same office. The Board shall determine the term of office of the Appointive Officer.

Section 5. Vacancies: In the event the office of Chair becomes vacant, the Chair-Elect shall become Chair for the unexpired portion of the term. In the event the office of Chair-Elect, Secretary or Treasurer becomes vacant, the Chair shall appoint interim officers to fill such vacant offices until a scheduled meeting of the Board can be held.

ARTICE VII. COMMITTEES

Section 1. Appointments and Liaisons: The Chair shall appoint committees of the SECB and a Board director liaison for each Committee. Such committees may be composed of directors or of consultants, or of both. The Board may prescribe

the need and/or the composition of such committees. Committee Chairs shall be certified by the SECB and shall be selected by the Board.

Section 2. Credentialing Committee:

- A. Composition, election, and term of office: This Committee shall be composed of five (5) members selected by the Board. They shall serve for a term of two (2) years. The Board shall appoint this Committee at the annual Board meeting to serve for the following fiscal year.
- B. Duties: It shall be the duty of this Committee:
 - i. To determine the qualifications required to be certified in structural engineering by SECB.
 - ii. To evaluate individual applicant qualifications and recommend action to be taken by the Board.
 - iii. To provide the Board with a list of qualified individuals to fill vacancies on the Credentialing Committee as they occur.

Section 3. Finance Committee:

- A. Composition, election and term of office: This Committee shall be composed of up to three members of the Board.
- B. Duties: It shall be the duty of this Committee:
To determine the financial needs of the program and to provide the Board with proposed means for the generation of income. In addition, the Committee shall evaluate expenditures and make recommendations to the Board as how to best use the SECB's financial resources.

Section 4. Marketing Committee:

- A. Composition, election, and term of office: This Committee shall be composed of between three (3) and five (5) individuals selected by the Board.
- B. Duties: It shall be the duty of this Committee:
 - i. To work with the marketing consultant to provide the Board with a marketing plan and budget for publicizing the Program.
 - ii. To evaluate the means and methods to be utilized in publicizing the Program and to make recommendations for changes as appropriate.

Section 5. Continuing Education Committee:

- A. Composition, election and term of office: The Committee shall be composed of between five (5) and seven (7) individuals selected by the Board. Members shall serve a term of one (1) year. Members of the

Committee may be reappointed when their term expires, with no limit to the number of reappointments.

- B. Duties: It shall be the duty of this Committee:
 - i. To establish the number and type of continuing education hours required to maintain the Certification.
 - ii. To establish guidelines for acceptable continuing education.

Section 6. Examination Committee:

- B. Composition, election, and term of office: The Committee shall be composed of three (3) individuals selected by the Board. Members shall serve a term of one (1) year. Members of the Committee may be reappointed when their term expires, with no limit to the number of reappointments.
- C. Duties: It shall be the duty of this Committee:
 - i. To review and select appropriate examinations required for the SECB's certification program.
 - ii. To monitor:
 - a. Annual pass/fail rates on the NCEES structural engineering examination.
 - b. Which of the fifty-five U.S. jurisdictions offer the NCEES structural engineering examination and when.
 - iii. To interface with the NCEES examination writers to insure that the examinations selected test a level of competency consistent with the SECB's goals.

Section 7. Professional Conduct Committee:

- A. Composition, election, and term of office: The Committee shall be composed of five (5) individuals selected by the Board. Members shall serve a term of three (3) years, staggered such that no more than 3 positions on the Committee are open for appointment in any given year. Members of the Committee may be reappointed when their terms expire, with no limit to the number of reappointments.
- B. Duties: It shall be the duty of this Committee:
 - i. To review facts presented in complaints against certificants.
 - ii. To conduct appropriate hearings, with three (3) Committee Members officiating at each hearing, to evaluate alleged violations of the established code of conduct.
 - iii. To provide summary fact-based judgment on the complaints.
 - iv. To recommend disciplinary action as appropriate, including revocations of certification.

- v. To recommend updates to the code of conduct.

ARTICLE VIII. GOVERNMENT

Section 1: No member or employee of the SECB may act on behalf of the SECB, or hold himself or herself out to the public as authorized to act on behalf of the SECB, without the express consent of the Board.

Section 2: The fiscal year of the Board shall begin on January 1 and terminate on December 31.

Section 3: Roberts Rules of Order, Newly Revised Edition, shall be the parliamentary authority for the conduct of all meetings of the Board, except as otherwise provided in these bylaws.

ARTICLE IX. AMENDMENTS

These bylaws may be amended at any meeting of the Board by a two-thirds (2/3) vote of the Board, provided that proper notice of a proposed bylaw change is given to each director at least thirty (30) days prior to the meeting.

ARTICE X. DISSOLUTION

Upon the dissolution of the SECB, the Board shall, after paying or making provisions for the payment of all liabilities, dispose of all assets of the corporation exclusively for the purposes of the SECB in such a manner, or to such organization or organizations, as shall at the time qualify as an exempt organization or organizations under the Internal Revenue Code, as the Board shall determine.