

**BY-LAWS**  
**TENNESSEE STRUCTURAL ENGINEERS ASSOCIATION**  
**(TNSEA)**

**ARTICLE I – LOCATION AND OBJECTIVES**

**Section 1 – Name and Location**

The name of this organization shall be Tennessee Structural Engineers Association, abbreviated as TNSEA. The offices of the Association shall be located in the three (3) regions of the State of Tennessee: West, Middle and East. These offices will be known as West Region, Middle Region, and East Region. Each Region will have a board and maintain their own banking and budgets. The association will also have a State Board.

**Section 2 – Purpose and Objectives**

The State Board shall be established for the following purposes and objectives:

- a) To provide a forum on a statewide basis for structural engineers to exchange ideas, experience, and knowledge, to develop standards and guidelines to the benefit of the profession and public
- b) To address the monolithic state concerns and to provide any recommendations about those concerns.
- c) Develop and maintain a communication with the State Legislature.
- d) Endeavor to organize a state conference, refer to standing rules.
- e) To communicate with NCSEA, and to represent Tennessee structural engineers on a national basis.
- f) Promote the ethical practices, and concerns of each region.
- g) To establish and administer State By-Laws.
- h) To set, receive, and distribute state dues as deemed appropriate by the State Board.
- i) To establish state committees that address state and national issues related to Structural Engineering.

The Regional Boards are established for the following purposes and objectives:

- a) To promote the laws of Tennessee regarding the practice of Professional Engineering, with respect to regional and state concerns.
- b) To advance and promote the art and science of Structural Engineering.

- c) To foster the principle that Structural Engineering services must be performed on the basis of mature practical and technical judgment that shall not be influenced by commercial interest.
- d) To provide a social forum where Members can meet one another and share ideas and experiences.
- e) To establish regional committees that address issues related to Structural Engineering.
- f) To educate the public about the practice of Structural Engineering.
- g) To encourage structural engineers to maintain ethical standards in their professional practice.
- h) To enhance the quality of services provided by the profession and promote excellence in the practice of Structural Engineering.
- i) To encourage excellence in engineering education.
- j) To promote uniformity of action 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 and the public.

## **ARTICLE II – MEMBERSHIP**

### **Section 1 – Grades**

Membership in the Association may be held by individuals only, and shall consist of the following grades: Member, Associate Member, Affiliate Member, Life Member, and Distinguished Member.

### **Section 2 – Member**

A Member shall have received a baccalaureate or higher degree in engineering from an accredited university, or be actively engaged in the practice of Structural Engineering or related fields as their primary profession, as deemed adequate by the regional Board, and be licensed by the State of Tennessee as a Professional Engineer. Members have voting rights.

### **Section 3 – Associate Member**

An Associate Member shall be subject to the same qualifications as Member except that the individual shall not be licensed by the State of Tennessee as a Professional Engineer. Associate Members do not have voting rights.

#### **Section 4 – Affiliate Member**

An Affiliate Member shall, in the opinion of the Board of Directors, be qualified to cooperate with Professional Engineers in the advancement of their professional knowledge, practice and welfare. Affiliate Members do not have voting rights.

#### **Section 5 – Life Member**

A Life Member shall have been a Member in good standing of this Association for a minimum of 10 years; shall, in the opinion of the Board of Directors, have retired from actively practicing engineering; shall have made written request to the Board of Directors for such membership classification; and shall have been awarded such membership classification by the Board. A Member receiving such status shall retain the status of Member if previously held, together with its privileges, plus the designation “Life”.

#### **Section 6 – Distinguished Member**

A Distinguished Membership may be awarded by the Board of Directors to a person who meets the following qualifications:

- a) A person of acknowledged experience in some branch of engineering or the science related thereto, or
- b) A person who has been active in the profession of Structural Engineering for 25 years or more and who, in the opinion of the Board of Directors, has contributed outstanding service to the profession of Structural Engineering and the Association.

A Member receiving such Distinguished title shall retain the status of Member if previously held, together with its privileges, plus the designation “Distinguished”.

#### **Section 7 – Disqualification**

A Member ceases to be a member of the Association upon failure to pay dues or assessments in a timely manner.

#### **Section 8 – Resignation**

A Member may resign by written communication to the Secretary, who shall present the same to the Board of Directors. If the Member’s dues and assessments have been paid for the current year, his resignation shall be accepted.

#### **Section 9 – Expulsion**

The Regional Board of Directors shall consider proceedings toward the expulsion of any member:

- a) Found guilty of unprofessional conduct in the practice of Professional Engineering according to rulings by the Tennessee Board of Architectural and Engineering Examiners.

- b) Upon the written request of five or more Members that a person belonging to the Association be expelled for cause set forth.

The Regional Board of Directors shall consider each case, and if the circumstances appear to warrant further action, it shall advise the accused of the charges against him or her who may, if he or she so desires, present a defense either in person or in writing, which shall be considered for final action at a meeting of the Regional Board of Directors of which the accused shall receive due notice.

No member shall be expelled except by an affirmative vote of two-thirds of the entire Regional Board of Directors.

Should a member be expelled from this Association, he or she shall not again be entitled in membership, unless the Regional Board of Directors decides that extenuating circumstances and/or subsequent record may favor an applicant for readmission.

### **Section 10 – List of Members**

The Regional Secretary of the Association shall keep a list of current members. An alphabetical listing of membership shall be made available to members two weeks before the regional annual membership meeting.

## **ARTICLE III – DUES AND ASSESSMENTS**

### **Section 1 – Dues**

The State Board of Directors shall from time to time evaluate and establish minimum annual state dues, fees or assessments. Refer to standing rules.

### **Section 2 – Schedule**

Membership dues for a given fiscal year shall be received by July 1st of that year.

### **Section 3 – Remittance**

The Regional Board of Directors, at its discretion, may remit part or all of the dues of any member or extend time of payments of same.

### **Section 4 – Assessments**

Any additional moneys required to carry on the activities of the Association shall be raised through assessments. Any assessments levied by the Regional Board of Directors shall be referred to the Members by a letter ballot. A two-thirds majority approval by those voting, provided at least 50% of the Members vote shall be required to approve the assessment.

## **ARTICLE IV – STATE & REGIONAL BOARDS**

### **Section 1 – State Board**

The State Board shall have a minimum of seven members. The Members on this board shall be composed of two members from each region and the Past President. Each of the three Regional Boards shall determine which two of their regional members will serve on the State Board. The State Board will elect its own Executive Officers consisting of:

- President
- Vice-President
- Secretary
- Treasurer

*The Past President shall have the first option to be designated as the national delegate. See standing rules for additional guidelines for other choices that could serve as the national delegate.*

### **Section 2 – Regional Boards**

The executive officers of the Regional Boards shall be:

- President
- Vice-President
- Secretary
- Treasurer
- The Most Immediately Available Past President

There shall be two additional Board Members to serve with the executive officers.

Officers must be Members of the Association.

### **Section 3 – Terms**

The terms of office shall be two years for all officers and board members. The Secretary and Treasurer shall be elected on alternate years. New Officers and Board Members shall begin their terms on September 1<sup>st</sup> following their election.

### **Section 4 – Succession**

Executive Officers shall be ineligible to succeed themselves in the same office, except for vacancies pursuant to Section 7.

### **Section 5 – Resignation**

Any Board Member of the Association who submits their written resignation to the Secretary or who is absent for three consecutive board meetings, in the two-thirds majority opinion of the Board of Directors without excusable cause, shall be deemed to have resigned.

## **Section 6 – Removal**

Any Board Member of the Association may be removed by a two-thirds majority vote of all of the remaining Board Members.

## **Section 7 – Vacancies**

Due to any vacancies occurring on the Board, a majority of the Board Members then in office, though less than a quorum, may choose a temporary successor or successors, until the chapters which elected the vacating Board Members shall elect, pursuant to these By-Laws, a permanent successor or successors. Each successor Board Member chosen shall be elected for the unexpired term of the predecessor in office.

# **ARTICLE V – REGIONAL NOMINATION AND VOTING**

## **Section 1 – Eligibility**

All Members who have all of their dues and assessments, if any, paid shall be eligible to vote in elections for Officers, Board Members and Amendments. A current list of all eligible voting Members shall be maintained by the Secretary and shall be accessible to the Members.

## **Section 2 – Nominating Committee**

There shall be a minimum of three Members on the Nominating Committee. The Nominating Committee shall consist of the Most Immediately Available Past President, President, Vice-President, and Secretary.

## **Section 3 – Nominations**

Members may be nominated for election as a Board Member by written request signed by at least five members. This petition may be submitted to the Regional Nominating Committee on or before May 1<sup>st</sup>. The Nominating Committee may interview the nominee to assess whether they are willing and effectively able to serve in that position.

## **Section 4 – Ballots**

The Nominating Committee shall publish nominations to the membership of the Association on or before May 10<sup>th</sup>. Ballots will be sent to Members on or before May 15<sup>th</sup>.

## **Section 5 – Quorums**

One-fifth of the membership and at least two-thirds of the Board constitutes a quorum for voting by the membership.

### **Section 6 – Voting**

All marked ballots shall be received by the Secretary no later than May 31st. Telephoned ballots shall not be accepted. Facsimile and emailed ballots may be accepted. All ballots must include the voter's State Engineering License Number to be accepted. Officers and Board Members shall be elected by a simple majority of the votes cast.

### **Section 7 – Recording the Vote**

The Secretary shall deliver all received ballots to the Regional Nominating Committee no later than June 15<sup>th</sup>. The Nominating Committee shall open and record each vote.

### **Section 8 – Ties**

In the event of a tie between two or more candidates for the same office, the Board shall immediately cast a secret ballot to select one of the candidates.

### **Section 9 – Results**

The results of the voting shall be announced at the next General Membership Meeting.

## **ARTICLE VI – AMENDMENTS**

### **Section 1 – Voting**

The By-Laws may be adopted, repealed, or amended by a two-thirds majority of the votes cast by Members qualified to vote as per Article II. Voting on changes to the By-Laws shall be made by secret letter ballot.

### **Section 2 – Initiation**

By-Laws changes may be initiated by a petition of at least ten Members, or by the action of the State Board.

### **Section 3 – Notification**

Proposed By-Laws changes shall be sent to all members in writing at least 30 calendar days before voting takes place.

### **Section 4 – Standing Rules**

Standing rules may be different for each region but cannot contradict the By-Laws. Standing rules are for general operating procedures designated by the State, Regions or Chapters.

## **ARTICLE VII – NOTICES OF STATE BOARD MEETINGS**

### **Section 1 – Notices**

Notice of meetings shall be distributed to all members at least thirty calendar days prior to meetings. If special or expedient circumstances cause the Board to hold “special meetings” at shorter notice, the Membership will be notified of all meetings regardless of time allowed for notification.

### **Section 2 – Meetings**

All meetings of Members shall be held at locations selected by the Board of Directors.

### **Section 3 – Annual State Conference**

A meeting of the Members should be held every year as designated by the Board. Refer to standing rules.

### **Section 4 – Procedures**

Business proceedings at all meetings shall be governed by “Roberts Rules of Order”.

### **Section 5 – Telephone Meetings**

The Board may participate in and hold a meeting by means of a conference telephone or similar communication equipment by means of which all persons participating in this meeting can hear each other, and participation in this type of meeting constitutes presence in person at the meeting.

## **ARTICLE VIII – POWERS AND DUTIES OF REGIONAL AND STATE OFFICERS**

### **Section 1 – General**

**The officers shall perform such duties as may be prescribed by the Regional and State Boards.**

### **Section 2 – President**

- a) The President shall be the chief governing officer and shall preside at all meetings of the Association and of the Board of Directors.
- b) The President shall propose an annual budget to the Board of Directors for their approval.
- c) When the Association is called upon to provide a position on an issue, the President will act as the official spokesperson for the Association and will do so pursuant to the By-Laws and to the purposes and Objectives of the Association (Article I, section 2).

- d) The President will represent the Association, pursuant to these By-Laws, in related external public forums and organizations when called upon to do so.
- e) The President may delegate the duties of the President and shall report such delegations to the Board of Directors.

### **Section 2 – Vice-President**

- a) The Vice-President shall fulfill the duties of the President in the absence of the latter. If the Vice-President is unable or unwilling to fulfill the duties of the President, the position will be filled pursuant to Article IV.
- b) The Vice-President has the powers and shall perform the duties as the Board of Directors may, from time to time, delegate to the Vice-President.

### **Section 3 – Secretary**

- a) The Secretary shall give, or cause to be given, notice of all meetings of the Association and of the Board of Directors.
- b) The Secretary shall keep an accurate record of all meetings of the Association and of the Board of Directors. A copy of such minutes shall be preserved in the Association records and shall be distributed to the Board of Directors and to any other member who makes a reasonable request.
- c) The Secretary shall preserve and maintain the membership list.
- d) The Secretary shall perform other duties as directed by the Board of Directors or the President.

### **Section 4 – Treasurer**

- a) The Treasurer shall maintain custody of all Association funds and securities.
- b) The Treasurer shall keep full and accurate accounts of receipts and disbursements of the Association and shall deposit all money and other valuable effects in the name and to the credit of the Association in the depositories as may be directed by the Board of Directors.
- c) The Treasurer shall disburse the funds of the Association as may be ordered by the Board of Directors, taking proper vouchers for these disbursements, and shall render to the President and Board Members, at the regular meetings of the Board of Directors or whenever requested by the Board of Directors, an account of all transactions of the Treasurer and the financial condition of the Association.
- d) The Treasurer shall prepare an annual report of receipts, expenditures and accounts for review by the Board. The Treasurer shall perform other duties as directed by the Board of Directors or by the President.
- e) The Treasurer shall prepare an annual report of receipts, expenditures and accounts for review by the Board of Directors.

- f) The Treasurer shall assist the President in preparation of an annual budget for presentation to the Board of Directors.

**Section 5 – Executive Committee**

- a) The Association By-Laws hereby provide for an Executive Committee consisting of the President, the Vice-President, the Secretary and the Treasurer.
- b) The Executive Committee may act, when immediate action is necessary, and by majority vote of the Executive Committee, for the Board of Directors between regular Board meetings, and will report at the next regular Board meeting any such actions that have been taken.

**Section 6 – Compensation**

The Officers and agents of the Association shall receive no compensation for their services as Officers and agents of the Association, but the Board of Directors may authorize the payment of reimbursement of expenses actually incurred by an Officer or an agent of the Association in performing the scope of duties for the Association.

**ARTICLE IX – POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

**Section 1 – Powers**

- a) The powers of the Association shall be exercised, its property controlled, and its affairs conducted by the Board of Directors, except as limited by these By-Laws.
- b) The State Board, by unanimous agreement, will determine and issue official public positions of the Association on matters relating to the Association and to the practice of Structural Engineering. The Regional Boards may publically address regional issues as they deem fit, but only with the notification of the State Board.
- c) Each Regional Board will determine official public positions of the Region on matters relating to the Region and to the practice of structural engineering in the Region.
- d) The Board of Directors shall authorize expenditure of Association funds.

**Section 2 – Duties**

- a) The Board Directors shall manage the business and the affairs of the Association.
- b) The Board of Directors shall uphold and promote the purposes and objectives of the Association as stated in these By-Laws.

### **Section 3 – Quorum**

A quorum at a meeting of the Board of Directors shall consist of two-thirds or more members of the Board.

### **Section 4 – Voting**

Decisions by the Board of Directors shall be made by majority vote pursuant to these By-Laws. In the event of a tie vote, the President shall cast the deciding vote.

### **Section 5 – Compensation**

Board Members will not receive any salary, but by resolution of the Board of Directors. Expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board.

## **ARTICLE X – CHAPTERS**

### **Section 1 – Establishment**

Until chapters are established, the Regional Boards may establish chapters of the Association in cooperation with the State Board which shall be named after the principal city or geographical location of the chapter.

### **Section 2 – Chapter Membership**

Upon the initial formation of the chapters, each member of the Association shall have the option of joining the chapter of choice by filing a declaration with the Secretary of the Association. Transfer of membership from one chapter to another shall be governed by the standing rules of the region.

### **Section 3 – Formation**

Any ten Members of the Association may petition the Regional Board to establish a new chapter of the Association. If the Regional Board agrees, in cooperation with the State Board, that there is sufficient membership to justify a new chapter, the Regional Board shall establish the new chapter and re-designate the territorial areas of any other chapters affected by the creation of the new chapter.

### **Section 4 – Chapter Organization**

The Members of a chapter may adopt, amend, or repeal its own internal standing rules, subject to the approval of its Regional Board. The Chapter shall have the same membership classifications as are described in these By-Laws. In the event of a conflict, these By-Laws shall prevail.

## **Section 5 – Abolition**

If a chapter ever has fewer than ten Members, or if, in the judgment of the Regional Board, a chapter has failed, after proper notice to the Governing Board of the chapter, to carry out the purposes and objectives of the Association, the Regional Board may abolish the chapter, re-designate the territorial areas of any other chapters affected by the abolition of the chapter, and reassign the members of the abolished chapter to other chapters. Any assets held by the abolished chapter, material or monetary, shall be dispersed per the discretion of the Regional Board.

## **ARTICLE XI – REGIONAL COMMITTEES**

### **Section 1 – Standing Committees**

- a) Permanent Standing Committees should include:
  - Programs and Meetings
  - Nominating
  - Membership
  - Publications
  - Professional Practice
  - Codes and Standards
- b) Additional Standing Committees may be created, or existing ones eliminated, by the Regional Board of Directors.
- c) The membership on Standing Committees shall be at the discretion of the Regional Board.

### **Section 2 – Ad Hoc Committees**

- a) The Regional Board of Directors may appoint and eliminate any other committees at its discretion.
- b) The membership on other committees shall be at the discretion of the Board of Directors.
- c) These other committees shall have the names as may be designated by the Board of Directors.

### **Section 3 – Committee Membership**

Each committee shall consist of two or more members, one of whom shall be a Board Member, which have the authority to perform the functions provided in the authorizing resolution.

### **Section 4 - Minutes**

All committees shall keep regular minutes of the proceedings and report the same to the Board of Directors when required, but not less than annually, for publication in the Association's Annual Report.

## **ARTICLE XII – GENERAL PROVISIONS**

### **Section 1 – Fiscal Year**

The fiscal year for the Association shall start on September 1<sup>st</sup>.

### **Section 2 – Seal**

The seal of the Association shall be used only by the Association for its activities and affairs. Only Officers of the Association have the power to authorize its use.

### **Section 3 – Indemnification**

All current or former Board Members, Officers, Members, or committees, or any person who may have served at the request of the Association as a Director or Officer of another Association, shall be indemnified and made whole by this Association against expenses, including attorneys fees incurred by such Board Member, Officer or committee member in connection with the defense of any action, suit, or proceeding in which he or she is made a party by reason of his or her being or having been such Director, Officer or committee member, except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed to be exclusive of any other rights to which such Board Member, Director, or Committee Member may be entitled under any law, agreement, or vote of the Board of Directors or otherwise.

### **Section 4 – Checks**

All checks or demands for money shall be signed by at least two Board members.

### **Section 5 – Publication of Technical Recommendations/Guidelines**

Prior to publication, all publications issued by Tennessee Structural Engineers Association shall have the approval of 2/3 of the Members, as defined in Article II, Section 2.