



**Structural Engineering Institute Chapter
of the Texas Section-ASCE
BYLAWS
(Adopted 5/24/17)**

Article 1: General

1.0 Use of Name and Marks. The use and publication of the Society, Institute, Section and Chapter name and marks shall be in accordance with the Society's governing documents

1.1 Name. The name of this organization shall be the Structural Engineering Institute Chapter of the Texas Section, American Society of Civil Engineers. (Hereinafter "TXSEI" or "the Chapter").

1.2 Objective. The objective of TXSEI shall be the advancement of the science and profession of structural engineering in a manner consistent with the purpose of the American Society of Civil Engineers (hereinafter "ASCE or "the Society"), the Texas Section of ASCE (hereinafter "the Section") and the Structural Engineering Institute of ASCE (hereinafter SEI), and advancing the structural engineering community through a collaborative and mutually beneficial affiliation.

TXSEI will specifically endeavor to host Institute Chapter summits at the Section and Branch levels, provide support to Texas Branches to form local SEI Chapters, and work with the Branch Chapters to attract young engineers as TXSEI/Branch SEI members and recognize experienced members encouraging them to participate in TXSEI.

1.3 Activities. The actions of the TXSEI shall be consistent with the provisions as set forth in the Constitution and Bylaws of the Texas Section and SEI.

Article 2: Membership

2.0 Membership. Membership is open to all members of the American Society of Civil Engineers and SEI, who reside or work in the state of Texas, and who subscribe to the Bylaws of the Institute Chapter and who have satisfied current dues requirements for Subscribing Membership of the Texas Section or SEI.

2.0.1 Subscribing Members of TXSEI. A person who is eligible for membership in TXSEI under section 2.0 who provides in writing to the Secretary of TXSEI a statement of support of the Chapter Bylaws shall be considered a Subscribing Member of TXSEI.

Article 3: Separation from Membership

3.0 Separation from Membership. Upon termination of their membership in the Society or in SEI, a person or organization shall cease to be a member of TXSEI.

Article 4: Dues and Fees

4.0 Chapter Dues. There shall be no dues for TXSEI members other than those required by the Section or SEI as set forth in Section 2.0.

4.1 Fees. The TXSEI Board may establish fees for the execution of Chapter activities.

Article 5: Management:

5.0 Board of Directors. The governing body of TXSEI shall be a Board of Directors (hereinafter the "Board"). The Board shall manage the affairs for TXSEI and be responsible for the supervision, control and direction of TXSEI.

5.1 Duties of the Board of Directors. Duties of the Board shall include management of the Chapter, overseeing the various activities within the Chapter, and communicating with the Section.

5.2 Duties of the Officers. The duties of Officers shall be those usual for such Officers.

5.3 Chapter Finances. TXSEI funds shall be held by the Texas Section of ASCE and managed by the TXSEI Board.

5.4 Fiscal Year. The fiscal year of TXSEI shall be from October 1 through September 30.

5.5 Annual Budget. TXSEI shall establish a budget each year which shall be approved by their Board prior to October 1.

5.6 Annual Report. The TXSEI Board shall oversee the preparation of the Chapter Annual Report, which shall be submitted to the Section in accordance with published requirements.

Article 6: Officers and Directors

6.0 Officers. The officers of the TXSEI shall be Chair, Vice Chair, Secretary and Treasurer. The Secretary and Treasurer may be the same person.

6.1 Board of Directors. The Board of Directors shall consist of the Officers and the immediate Past Chair available and willing to serve.

6.2 Terms of Office. All officers shall be elected for terms of one year, which terms shall begin at the close of the Section's Annual Meeting and continue until their successors are elected and assume the offices.

6.3 Requirements. Officers must meet ASCE and Institute requirements. Every officer must be a Subscribing Member of the Texas Section, and a Subscribing Member of TXSEI.

6.4 Vacancies. A vacancy in the office of Chair shall be filled by the Vice Chair. Other vacancies shall be filled for the unexpired term by appointment by the Board of Directors.

6.5 Limitation of Terms. Except for the office of Treasurer, no member shall be eligible to succeed themselves in their respective offices, except when they are serving out an unexpired term.

6.6 Reimbursement. Officers and Directors do not receive compensation for their services, but may be reimbursed for authorized expenses.

Article 7: Nomination and Election of Officers

7.0 Nominating Committee. The Nominating Committee shall consist of not less than three (3) members appointed by the Board of Directors. The Nominating Committee shall choose one or more candidates for election to each office. The Nominating Committee shall set the date by which nominations must be received.

7.1 Ballots. The Chapter Secretary shall send a ballot, containing a list of official nominees and a space for a write-in vote for another candidate for each office, to each member of TXSEI at least twenty (20) days previous to the Annual Meeting. Ballots may be printed and mailed or provided electronically.

7.2 Tallying the Ballots. Ballots returned to the Chapter Secretary up to the time of counting shall be opened and counted at the Annual Meeting by three (3) tellers appointed by the Chair. In the absence of any ballots being received, the election may be determined by a show of hands at a duly constituted meeting of the membership, notice of such meeting having been sent to the members of TXSEI at least twenty (20) days prior to the meeting. For each office the Nominee receiving the highest number of votes cast shall be declared elected.

Article 8: Meetings

8.0 Membership Meetings.

8.0.1 Annual Meeting. The Annual Meeting shall be held on such date and at such place as the Board designates.

8.0.2 Other Meetings. Other meetings shall be called at the discretion of the Board, or by the Chair upon written request of at least ten (10) TXSEI Members.

8.0.3 Frequency of Other Meetings. In addition to the Annual Meeting, other meetings may be held on such date and at such place as the Board designates.

8.0.4 Meeting Notice. Notice of call for a Chapter meeting shall be sent to all TXSEI Members not less than twenty (20) days in advance of the meeting.

8.0.5 Quorum at Chapter Meetings. At all meetings where business is transacted eight (8) TXSEI members shall constitute a quorum.

8.1 Board of Directors Meetings.

8.1.1 Quorum. Three (3) members of the Board shall constitute a quorum at any meeting of the Board.

8.2 Parliamentary Authority. All business meetings of the Chapter and meetings of the Board shall be governed by Robert's Rules of Order, Newly Revised, except where these rules are not applicable or are inconsistent with the Bylaws of the Chapter, Section Constitution and Bylaws, or the Society's governing documents.

Article 9: Committees

9.0 Nominating Committee. TXSEI shall have a Nominating Committee.

9.1 Other Committees. TXSEI may establish standing or task committees to carry out the work of the Chapter. Such committees shall be appointed by the Chair and their terms shall end at the conclusion of the term of the Chair.

Article 10: Administrative Provisions

10.0 Proper Use of Chapter Resources. No part of the net earnings of TXSEI shall inure to the benefit of, or be distributable to its Directors, Officers, or any other private persons, except that the Chapter shall be authorized and empowered to pay reasonable reimbursements, payments or compensation for services rendered in furtherance of the purposes set forth above.

10.1 Limitations on Political Activity. No substantial part of the activities of the Chapter shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Chapter shall not participate in or intervene in, including the publishing or distribution of statements, any political campaign on behalf of or in opposition to any candidate for public office. The Chapter shall not carry on any activities prohibited by the provisions of the Society's governing documents.

10.2 Conflict of Interest. A Conflict of Interest shall be defined as any activity,

transaction, relationship, service, or consideration which is, or appears to be, contrary to the best interest of the Chapter, the Section or the Society, or in which the interests of an individual or another organization has the potential to be placed above those of the Chapter, the Section or the Society. Any interested individual must disclose the existence of any actual or possible conflict of interest and all material facts to the Chapter entity considering the proposed transaction. Action to address the conflict shall be taken by either the interested individual or the Chapter or Section entity.

10.3 *Distribution of Section Assets.* Upon dissolution of the TXSEI Chapter, the assets remaining after the payment of the debts of the Chapter shall be distributed to such organization or organizations organized and operated exclusively for charitable, educational, literary, 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, as the Board shall determine, and in the absence of such designation they shall be conveyed to the Section.

Article 11: Amendments

11.0 *Process.* These Bylaws may be amended only by the following procedure:

11.0.1 *Proposal.* An amendment to these Bylaws may be proposed by any member of the Board or by a written petition submitted to the Chapter Secretary, containing the text of the amendment, signed by not less than three (3) TXSEI members.

11.0.2 *Approval.* The proposed Bylaws amendment(s) shall be approved by not less than a majority of the Chapter Board and shall be submitted to the Texas Section Board for review and approval.

11.0.3 *Notice and Adoption.* Upon approval by the Section Board, the proposed Bylaws amendment(s) may be adopted by a two-thirds (2/3) vote of the Chapter Board present at a duly constituted Board meeting, where a quorum is in attendance, provided that a written notice containing the text of the proposed amendment(s) is published to the TXSEI membership at least twenty (20) days in advance of the meeting.