

**STRUCTURAL ENGINEERING INSTITUTE  
OF THE  
AMERICAN SOCIETY OF CIVIL ENGINEERS**

**BYLAWS<sup>1</sup>**

**ARTICLE 1. GENERAL**

**1.0 Name.** The name of this Institute shall be the Structural Engineering Institute (SEI) (hereinafter referred to as the “Institute”) of the American Society of Civil Engineers (hereinafter referred to as the “Society”).

**1.1 Objectives.** The objectives of this Institute shall be to serve and promote the worldwide structural engineering profession and related industries; embrace and support the Society, individual members, and structural industry organizations; advance the art and practice of structural engineering; provide a forum for research, education, design, testing, manufacturing, construction, and operations in the structural engineering profession; develop and implement programs and activities to enhance technology transfer, business practices, and professional activities; advance the structural engineering profession; define and promote a vision for structural engineering; and provide a means for coordination and communication with global programs.

**ARTICLE 2. MEMBERSHIP**

**2.0 Membership Qualifications.** Membership in the Institute shall be open to any Society member in good standing as well as to other persons and organizations interested in advancing the objectives of the Institute.

**2.1 Membership Categories.** The Membership Categories shall be differentiated as Individual Member and Sustaining Organizational Member.

**2.1.1 Individual Member.** Individual Member applies to a single person joining the Institute and shall be open to individuals involved in policies, programs and projects related to the interests of the Institute. There are four (4) Individual Member classifications within the Institute.

**2.1.1.1 Student Member.** An individual who meets the qualifications of Society Student Member.

**2.1.1.2 Member.** Any Society member in good standing, other than Student Member, interested in advancing the objectives of the Institute.

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<sup>1</sup> Adopted by ASCE Board of Direction on Oct. 17, 2023

**2.1.1.3 Institute-only Member.** Any person who is not a member of the Society and who is interested in advancing the objectives of the Institute.

**2.1.1.4 SEI Fellow.** The Institute may award SEI Fellow membership to all Member or Institute-only Member based on accomplishments, achievements or scholarship, as recognized by the Board of Governors.

**2.1.2 Sustaining Organizational Member.** Sustaining Organizational Member shall be open to organizations that elect to support the objectives of the Institute. A Sustaining Organizational Member shall select a contribution level as set forth in the Institute Membership Policies and Procedures. Sustaining Organizational Member does not imply that all members of the organization are members of the Institute.

**2.1.3 Member Participation.** With the exception of Student Members, Individual Members in good standing may be appointed to and participate on Institute committees; may vote on all Institute procedural issues or elections put forth for the general membership; and may serve as committee chairs and vice chairs.

**2.1.4 Non-Member Participation.** Non-members of the Institute may participate on Institute Committees and Task Committees but may not serve as an Institute Governor, a Committee or Task Committee Chair or Vice Chair. Non-members of the Institute may not vote on Institute procedural issues or in elections. Non-members of the Institute are eligible to participate as voting members of the Institute's Standards Committees.

## **ARTICLE 3. SEPARATIONS FROM MEMBERSHIP, DISCIPLINARY PROCEEDINGS**

**3.0 Code of Ethics.** All members of the Institute shall be familiar with the Society's Code of Ethics and bound by its provisions.

**3.1 Separations from Institute Membership.** Institute membership shall be terminated by (a) death of the member, (b) nonpayment of dues, (c) resignation, or (d) expulsion.

**3.1.1 Nonpayment of Dues.** Institute membership shall terminate in the event the Institute member's dues become twelve (12) months in arrears.

**3.1.2 Resignations.** Any member of the Institute may tender resignation of Institute membership. Separation from Institute membership shall be effective upon receipt of notification or upon acceptance by the Board of Governors (hereinafter the "Board") for resignations received while under investigation for Code of Ethics violations.

**3.1.3 Expulsion.** Any member of the Institute may be expelled for conduct in violation of the Institute Bylaws or the Society's Certificate of Incorporation,

Constitution, Bylaws, Rules of Policy and Procedure or Code of Ethics, as applicable, or for conduct which, in the opinion of the Board, is improper and prejudicial to the best interest of the Society or the Institute. Except for cases under the purview of the Society's Committee on Professional Conduct, a decision to expel shall be preceded by a fair hearing at a meeting of the Board. Such meeting shall be held in Executive Session, unless the member under consideration for expulsion requests that the hearing be held in general session.

**3.1.3.1 Separation Procedures.** Separation from membership in the Institute and disciplinary proceedings shall generally follow the procedures outlined in the Society's Bylaws. For cases not under the purview of the Society's Committee on Professional Conduct, the Board acts on behalf of the Institute. Decisions of the Board shall not be open to appeal except in cases involving a recommendation to expel a Society member, in which cases appeal may be made to the Society Board of Direction, whose decision is final.

Cases involving Society members accused of violating the Society's Code of Ethics shall be referred to the Society Committee on Professional Conduct for determination on behalf of the Institute as provided in the Society's Bylaws.

## **ARTICLE 4. FEES AND DUES**

**4.0 Dues Year.** The Institute's dues year is from January 1 through December 31.

**4.1 Right to Levy Fees and Dues.** The Board shall establish member dues.

**4.2 Obligation to Pay.** Every Institute member shall be obligated to pay the fees and dues established by the Board in advance of January 1. An individual or organization joining the Institute after the last day of June in any calendar year shall pay one-half (1/2) of the Annual Dues for that calendar year. An individual who is advanced from any grade to a higher grade in the Institute shall pay the Annual Dues of the higher grade, effective the next Institute membership year.

**4.2.1 Good Standing.** An Institute member whose obligation to pay is current shall be an Institute member in good standing.

**4.3 Statements.** Not later than December 1 each year, the Institute shall distribute to each non-Society member, at the latest address known to the Institute, a statement of current indebtedness, if any, of the Institute member and the amount of dues for the ensuing calendar year.

**4.4 Abatement of Dues.** The Board, for cause deemed by it to be sufficient, may excuse any Institute member from the payment of Annual Institute Dues, temporarily or permanently; may excuse the whole or any part of the dues which may be in arrears; and

may remove any name from the list of those permanently excused from the payment of dues.

**4.5 Refunds.** There shall be no refund of dues remitted.

**4.6 Delinquency.** Any Institute member who is not in good standing may forfeit rights and privileges of membership as determined by the Board.

## **ARTICLE 5. MANAGEMENT**

**5.0 Board of Governors.** The affairs, activities, and concerns of the Institute shall be under the direction of a Board. The Board shall manage the affairs for the Institute. The Board has fiduciary, legal and strategic responsibilities, focuses on continuous strategic planning, determines desired outcomes, develops and approves policy imperatives to guide operations, and ensures that the Institute uses these policies to work toward meeting ~~it's~~ the Institute's objectives.

**5.1 Composition.** The Board shall have nine (9) voting members elected or appointed as follows: the President, President-elect, and the most immediate and available Institute Past President willing to serve; two (2) Governors shall be elected, based on recommendations from each of the two (2) Communities (Technical and Professional); two (2) At-large Governors shall be elected; one (1) Governor shall be elected to the Board to be a Young Professional Governor; one (1) Governor shall be appointed by the Society's Board of Direction.

**5.2 Institute Managing Director.** The Institute Managing Director, who shall serve as Secretary, shall be a non-voting attendee of the Board. The Institute Managing Director will be employed by the Society, and is subject to Society employment rules. The Institute Managing Director will be reviewed annually by the Society's Executive Director, or his or her designee, after input from the ~~Past~~ President of the Board. The Institute Managing Director is appointed, and can be removed, with or without cause, by the Executive Director of the Society after consultation with the Board of the Institute.

The Institute Managing Director shall retain independent contractors and other suppliers and agents, subject to direction by the Board. The Institute Managing Director shall comply with policies and procedures of the Society, which shall be applicable to and binding on the Institute.

**5.3 Financial Management.**

**5.3.1 Fiscal Year.** The fiscal year of the Institute shall be from October 1 through September 30.

**5.3.2 Annual Budget.** The Institute annual budget shall be approved by the Board and be in accordance with guidelines established by the Society's Board of

Direction. The Society's Board of Direction shall review and approve the budget prior to the start of each fiscal year.

**5.3.2.1 Unbudgeted Expenses.** The Board shall be notified of any changes to the budget, any expenditure in excess of budgeted amounts, or expenditures for unbudgeted items.

**5.4 Assets.** All assets held by or for the Institute are vested in the Society and shall be handled according to the Society's fiscal policies.

**5.5 Fiscal Responsibility.** The Board, with due responsibility to the Society's Board of Direction, shall oversee the funds and assets of the Institute and shall direct the Institute Managing Director in their management. Neither the Institute nor any individual Governor, Officer, member, or representative thereof shall have any authority to contract debts for, pledge the credit of, or in any way financially bind the Society.

**5.6 Revenues.** The Institute may raise revenue by means other than fees and dues, provided such means are consistent with the Society policy and maintain the Society's tax-exempt status. Any proposed solicitations, and the proposed acceptance of any grant or donation which contains any restriction, shall first be submitted to and approved by the Society Executive Director, as permissible. The Society Executive Director shall investigate and notify the Institute of his or her determination, including any restrictions or modifications on which approval is conditioned.

**5.7 Institute Reserves.** The Society shall create a general reserve fund when Institute revenues exceed Institute expenditures. The Institute shall control this reserve fund and shall use funds from this reserve for programs and activities of the Institute.

**5.8 Records.** The books and accounts of the Institute shall be kept by the Institute Managing Director.

**5.9 Reporting.** Within ninety (90) days from the close of each fiscal year, the Institute Managing Director shall provide to the Board a full and correct statement of the affairs of the Institute, including but not limited to, a balance sheet and fiscal statement of operations for the preceding year.

**5.10 Audit.** The Institute Managing Director shall procure annually an external audit of the books and records of the Institute. Such audit may be performed in conjunction with the Society annual audit. The books and records shall be made available to the Society Treasurer or his or her representative upon reasonable notice.

## **ARTICLE 6. OFFICERS**

**6.0 Officers.** The Officers of the Institute shall be the President, President-Elect, Treasurer, and Past President continuing to be a member of the Board. The Institute Managing Director shall serve as Secretary. The Officers of the Institute shall perform all

duties required by law and the Institute's governing documents, and those duties incident to the office or as may be assigned. The officers of the Institute and the Institute Managing Director shall constitute the Institute Executive Committee.

### **6.0.1 *President.***

**6.0.1.1 *Qualifications.*** The President shall be a voting Institute member in good standing and shall have served as President-elect the preceding year. The President shall be an engineer legally licensed by at least one (1) state or territory of the United States or in a foreign country with licensing procedures similar to those in the United States, and be a structural engineer.

**6.0.1.2 *Term.*** The President shall serve a one (1) year term to commence on October 1.

**6.0.1.3 *Vacancy.*** A vacancy in the office of President shall be filled for the unexpired portion of the term by a qualified member of the Board, as determined by the Board at the time of the vacancy.

**6.0.1.4 *Compensation.*** The President does not receive compensation for services but may be reimbursed for reasonable expenses, if any, under procedures established by the Board and the Society.

**6.0.1.5 *Duties.*** The President, or the appointed designee, shall preside at all meetings of the Board and of the members of the Institute. The President may call special meetings of the Board or of the members as may be deemed proper. The President shall be empowered to nominate, subject to approval of the Board, chairpersons and members for those committees and task committees deemed necessary for the effective functioning of the Institute. The President, or the appointed designee, shall attend regular and special meetings of the Society's Board of Direction and report at such meetings, if requested to do so. The President shall make available to the membership an Annual Report for the preceding fiscal year at the Annual Meeting after the conclusion of the subject fiscal year.

### **6.0.2 *President-elect***

**6.0.2.1 *Qualifications.*** Candidates for President-elect shall have served a minimum of four years as a Governor, and candidates may be current members of the Board who are serving in the fourth year as a Governor. Candidates shall be engineers legally licensed by at least one (1) state or territory of the United States or in a foreign country with licensing procedures similar to those in the United States, and be a structural engineer.

**6.0.2.2 Term.** President-elect shall serve a one (1) year term to commence on October 1 and continue until a successor is installed.

**6.0.2.3 Vacancy.** A vacancy in the office President-elect shall be filled by a qualified member of the Board, as determined by the Board at the time of the vacancy.

**6.0.2.4 Compensation.** The President-elect does not receive compensation for services but may be reimbursed for reasonable expenses, if any, under procedures established by the Board and the Society.

**6.0.2.5 Duties.** The President-elect shall act in place of the President when the President is not available. The President-elect shall also serve as the vice-chair and attend all meetings of the Board and perform such other duties as may be assigned from time to time by the President.

### **6.0.3 Past President.**

**6.0.3.1 Qualifications.** The Past President shall have had prior service on the Board as President.

**6.0.3.2 Term.** The Past President shall serve a one (1) year term immediately following the conclusion of a term of President, on October 1 and continue until a successor is installed. A Past President may be recalled to serve as needed.

**6.0.3.3 Vacancy.** A vacancy in the office of Past President shall be filled by the most recent Past President who is available and willing to serve.

**6.0.3.4 Compensation.** The Past President does not receive compensation for services but may be reimbursed for reasonable expenses, if any, under procedures established by the Board and the Society.

**6.0.3.5 Duties.** The Past President shall attend all meetings of the Board and of the members and perform such other duties as may be assigned from time to time by the President. The Past President shall serve as chair of the Nominations and Elections Committee.

### **6.0.4 Treasurer.**

**6.0.4.1 Qualifications.** Candidates for Treasurer shall be a current member of the Board.

**6.0.4.2 Term.** The Treasurer shall serve a one (1) year term to commence on October 1 and continue until a successor is installed. The Treasurer

may be selected to serve one (1) additional term. After serving two (2) full terms, the Treasurer shall be ineligible for re-selection to the same office.

**6.0.4.3 Vacancy.** A vacancy in the office of Treasurer shall be filled by appointment of the Board.

**6.0.4.4 Compensation.** The Treasurer does not receive compensation for services but may be reimbursed for reasonable expenses, if any, under procedures established by the Board and the Society.

**6.0.4.5 Duties.** The Treasurer shall monitor the general funds of the Institute, shall oversee all transactions of the Institute, and shall provide an annual financial report to the Board. The Treasurer shall attend all meetings of the Board.

## **6.0.5 Secretary.**

**6.0.5.1 Qualifications.** The Institute Managing Director shall serve as Secretary.

**6.0.5.2 Term.** The term of the Secretary coincides with the term of employment of the Institute Managing Director.

**6.0.5.3 Vacancy.** A vacancy in the office of Secretary shall be filled by the Society's Executive Director in consultation with the Board.

**6.0.5.4 Compensation.** The Secretary shall be compensated by the Society for duties performed as the Institute Managing Director.

**6.0.4.5 Duties.** The Secretary shall attend all meetings of the Board and serve as Secretary at all meetings of the Board of the Institute, except for Executive Sessions for which the Secretary may or may not be invited by the Board to attend. The Secretary shall be responsible for all correspondence of the Board and shall give notice of, and keep minutes of all meetings of the Board.

**6.1 Institute Governors.** There shall be nine (9) Institute Governors. Institute Governors shall perform all duties required by law and the Institute's governing documents, and those duties incident to the office or as may be assigned.

### **6.1.1 Elected Institute Governors.**

**6.1.1.1 Qualifications.** Elected Institute Governors shall be any voting Institute member in good standing for a period of at least one (1) year at the time of election.



**6.1.1.2 Term.** The term of office of each Elected Institute Governor shall be four (4) years to commence on October 1 and continue until a successor is installed. Elected Institute Governors may serve a second, non-consecutive term. Terms shall be staggered.

**6.1.1.3 Vacancy.** When a vacancy occurs in an Elected Institute Governor position, other than by expiration of an Elected Institute Governor's term, the vacancy shall be filled without undue delay for the remainder of the term as a direct appointment by the Executive Committee. If the vacancy is that of a Community recommended Governor, the replacement shall be from the same Community.

**6.1.1.4 Compensation.** Elected Institute Governors shall not receive any salary or other compensation for their service as an Institute Governor but shall be entitled to reimbursement of reasonable expenses, if any, under procedures established by the Board and the Society.

**6.1.1.5 Duties.** An Elected Institute Governor represents the Institute's best interests as a member of the Board. As a member of the Board, an Elected Institute Governor helps monitor and steer the Institute toward its goals. An Elected Institute Governor may also serve on Board committees, task committees, and/or in other roles as assigned.

## **6.1.2 Institute Young Professional Governor**

**6.1.2.1 Qualifications.** The Institute Young Professional Governor shall be a voting Institute member in good standing for a period of at least one (1) year at the time of election. The Young Professional Governor shall be a Younger Member, as defined by the Society's governing documents, the day their term begins.

**6.1.2.2 Term.** The Institute Young Professional Governor shall serve a term of four (4) years to commence on October 1 and continue until a successor is installed. After completing a full term as Institute Young Professional Governor, an individual may serve a second, non-consecutive term.

**6.1.2.3 Vacancy.** When a vacancy occurs in the Institute Young Professional Governor position, other than by expiration of an Institute Young Professional Governor's term, the vacancy shall be filled without undue delay for the remainder of the term by the Board.

**6.1.2.4 Compensation.** The Institute Young Professional Governor shall not receive any salary or other compensation for their service as an Institute Governor but shall be entitled to reimbursement of

reasonable expenses, if any, under procedures established by the Board and the Society.

**6.1.2.5 Duties.** The Institute Young Professional Governor represents the Institute's best interests as a member of the Board and serves as a liaison to SEI's Young Professional Committee. As a member of the Board, the Institute Young Professional Governor helps monitor and steer the Institute toward its goals. The Institute Young Professional Governor may also serve on Board committees, task committees, and/or in other roles as assigned.

### **6.1.3 Society Appointed Institute Governor.**

**6.1.3.1 Qualifications.** The Society Appointed Institute Governor shall be a voting Institute and Society member in good standing for a period of at least one (1) year at the time of appointment. The Society Appointed Institute Governor shall be appointed by the Board of Direction upon recommendation of its President-elect.

**6.1.3.2 Term.** The Society Appointed Institute Governor shall serve a term of one (1) year to commence on October 1 and continue until a successor is installed. The Society Appointed Institute Governor may be reappointed to successive one (1) year terms but shall not exceed four (4) years of total service. The Society Appointed Institute Governor may serve a second, non-consecutive term as an Elected Governor .

**6.1.3.3 Vacancy.** When a vacancy occurs in the Society Appointed Institute Governor position, other than by expiration of a Society Appointed Institute Governor's term, the vacancy shall be filled without undue delay for the remainder of the term by the Board of Direction.

**6.1.3.4 Compensation.** The Society Appointed Institute Governor shall not receive any salary or other compensation for their service as an Institute Governor but shall be entitled to reimbursement of reasonable expenses, if any, under procedures established by the Board and the Society

**6.1.3.5 Duties.** The Society Appointed Institute Governor represents the Institute's best interests as a member of the Board and serves as a liaison to the Society's Board of Direction. As a member of the Board, the Society Appointed Institute Governor helps monitor and steer the Institute toward its goals. The Society Appointed Institute Governor may also serve on Board committees, task committees, and/or in other roles as assigned.

**6.2 Removal from Office.** The incapacitation of any Institute Officer or Institute Governor, neglect in the performance of the duties of the office, or failure to remain an Institute member in good standing, may be grounds for removal

from the Board. An Institute Officer or Institute Governor may be removed from office by a two-thirds (2/3) majority vote of the Board and concurrence of the Society's Board of Direction. The vacancy shall be filled in accordance with applicable provisions of the Institute Bylaws.

- 6.2.1 Absences from Regular Meetings of the Board of Governors.** In the event of an unexcused absence of an elected or appointed Governor at two (2) consecutive Regular Meetings of the Board, the Governor shall be automatically removed from the Board at the conclusion of such second meeting, unless retained by the majority vote of the Board.

## **ARTICLE 7. NOMINATIONS AND ELECTIONS**

- 7.0 Address of Record.** The email address or mailing address designated by the Institute member, except an APO or other temporary address, shall be considered as the Address of Record unless the Institute member instructs otherwise.
- 7.1 Candidate.** A Candidate is a qualified Institute Member who is pursuing or considering the pursuit of an elected office within the Institute.
- 7.2 Nominee.** A Nominee is a Candidate who has received the nomination of the Nominations and Elections Committee, and has been approved by the Board.
- 7.3 Composition of Nominations and Elections Committee.** The Institute Nominations and Election Committee shall be comprised of five (5) voting Institute members, including the Chair who shall be the most recent and available Past President willing to serve. The Chair shall appoint at least one (1) Young Professional representative, at least one (1) representative from the Technical Community, and at least one (1) representative from the Professional Community. Up to (3) three of the committee members may be current members of the Board. No Candidate for office shall be a member of the Nominations and Elections Committee.
- 7.3.1 Nomination of Officers and Governors.** The Nominations and Election Committee shall select up to two (2) Nominees each for the office of President-Elect, Governors, and Institute Young Professional Governor for election to the Board.
- 7.3.2 Nomination by Board of Governors.** The Board may nominate one (1) or more of the Candidate(s) submitted by the Nominating Committee; or nominate one (1) or more additional Candidate(s) from the Candidate pool; or nominate one (1) or more Candidates from the Candidate pool in lieu of the Candidate(s) submitted by the Nominating Committee, for each open

position. The nominated Candidate(s) shall be identified as Official Nominees.

**7.3.3 Election of Officers and Governors.** Elections shall be by a simple majority vote of the members of the Institute. The successful Nominee for each office shall be for a term to commence on October 1. Elections shall close by July 31 of each year

**7.3.4 Technical Region Director.** The Nominations and Elections Committee may, when called upon to do so, recommend Candidates for Technical Region Director for consideration by the Board. No more than one (1) Nominee may be forwarded to the Technical Region Nominating Committee for consideration as an Official Nominee for the office of Technical Region Director on the Society's Board of Direction.

#### **7.4 Elected Institute Governors.**

**7.4.1 Nomination of Institute Governors.** The Nominations and Elections Committee shall select up to two (2) Nominees from a slate of individuals recommended by each community as Candidates for Governor. Governor's terms shall commence on October 1.

**7.4.2 Process.** Ballots for Candidates for Elected Institute Governors recommended by the Professional and the Technical Communities shall include the name of each Candidate by Community. Candidates for At-large and Young Professional Governors shall also be listed on the ballot.

**7.5 Distribution of Ballot.** The current year's election ballot and instructions for voting shall be distributed to all eligible voting members of the Institute in good standing.

**7.6 Deadline for Receipt of Ballots.** The polls for the election shall close at the end of business on the date specified on the ballot. The ballots shall be counted within fourteen (14) days after the election closes.

**7.7 Tellers Committee.** The ballots shall be counted and verified under the supervision of no fewer than three (3) Tellers who shall be appointed by the President from among the Institute members in good standing. These Tellers comprise the Tellers Committee. No count or listing of votes cast in any Institute election shall be permitted until after the polls have closed and then only by the Tellers Committee. The person who receives the largest number of valid votes for an office shall be declared elected. In the event of a tie between two (2) or more persons for the same office, selection shall be made by the Board from the persons so tied.

**7.8**            **Announcement of Results.** Following adjournment of the Tellers Committee, the Secretary shall announce the members of the Board to the Institute membership.

## **ARTICLE 8. MEETINGS**

### **8.0**    **Business Meetings.**

**8.0.1**    **Annual Membership Meeting.** The Institute shall convene at least one (1) business meeting annually, termed the Annual Membership Meeting.

**8.0.1.1**    **Quorum.** A quorum for the Annual Membership Meeting shall be twenty-five (25) voting members.

### **8.0.2**    **Board of Governors Regular Meetings.**

**8.0.2.1**    **Requirements.** No fewer than two (2) Regular Meetings of the Board shall be held each year. The Board shall be given at least thirty (30) days' notice of the meeting by electronic mail. Agenda items shall be filed with the Secretary not later than thirty (30) days prior to the meeting. The agenda shall be distributed to the Board at least fourteen (14) days in advance of the meeting.

**8.0.2.2**    **Quorum.** A majority of the members of the Board shall constitute a quorum at any meeting of the Board except for consideration of disciplinary action against a member. Seventy-five percent (75%) of the members of the Board shall constitute a quorum for the consideration of disciplinary action against a member.

### **8.0.3**    **Special Meetings of the Board of Governors.**

**8.0.3.1**    **Requirements.** Special Meetings of the Board may be called at any time by the President or Secretary upon the request of three (3) Governors. Notice of a Special Meeting shall be provided to the Board at least ten (10) days in advance of the meeting. Notice of a Special Meeting shall state the purpose of the proposed meeting. No business other than that stipulated in the notice shall be considered at any such Special Meeting.

**8.0.3.2**    **Quorum.** A majority of the members of the Board shall constitute a quorum at a Special Meeting of the Board.

**8.0.4**    **Board of Governors Executive Sessions.** Meetings of the Board may go into Executive Session upon the call of the meeting chair, or upon the motion of any member of the Board and affirmative vote of the Board. All voting members of the Board attend Executive Session as well as any individuals invited by the Board. Minutes reflecting actions taken in

Executive Session shall be kept on file by the Society's Managing Director of Engineering Programs.

- 8.1 **Parliamentary Authority.** The rules contained in the current edition of *Robert's Rules of Order, Newly Revised*, shall govern the Institute in all cases to which they are applicable and in which they are not inconsistent with the laws of the State in which the Institute is incorporated or with the Institute's Bylaws.
- 8.2 **Meeting Participation by Alternative Means.** Any member of the Board or any Board committee may participate in a meeting of the Board or any Board committee by means of an in-person, or virtual meeting. Such participation shall be considered presence in person at the meeting.
- 8.3 **Action without a Meeting.** Any corporate action required or permitted to be taken by the Board or any Board committee may be taken without a meeting if all members of the Board or Board committee unanimously approve such action in writing.

## ARTICLE 9. COMMITTEES, ACADEMIES, AFFILIATED AND OTHER ORGANIZATIONAL ENTITIES

- 9.0 **Objectives and Purposes of Organizational Entities.** The objectives and purposes of the Institute's committees, academies, communities, affiliated and other Organizational Entities shall be consistent with those of the Institute.
- 9.1 **Organizational Entities.** The Board may define, establish and discharge Organizational Entities such as standing councils and committees, student chapters, local chapters, and task committees as necessary or desirable to conduct the affairs of the Institute.
- 9.2 **Committees.** The Board has the authority and responsibility to create and disband communities, committees, establish duties, conditions, and terms of service, and approve committee appointments, including designation of the chair and other committee officers. Committees may create constituent, subcommittees, task groups or similar entities as required to accomplish their charge.
- 9.3 **Communities.** The Institute shall have two (2) communities, a Professional Community, and a Technical Community.
- 9.3.1 **Executive Committee.** Each Community shall have an Executive Committee or similar governing body.

**9.3.2 Policies and Procedures.** All SEI entities shall follow the SEI Policies and Procedures. Any deviations shall be subject to approval by the Board.

**9.4 Tangible and Intangible Property.** Committee chairs shall return a committee's tangible property and records, and all records relating to any intangible property and work product of the committee to the Institute when discharged, or when requested by the Board. Such materials and any intangible property including work products of the committee belong to the Institute. All committees (including any subcommittees), and all special delegates and representatives unless otherwise directed by the Board, shall be governed by this provision.

## **ARTICLE 10. ADMINISTRATIVE PROVISIONS**

**10.0 Organization.** The Institute is organized within the Society. All policies and activities of the Institute shall be consistent with and subject to:

**10.0.1** The Society's Certificate of Incorporation, Constitution, Bylaws, Rules of Policy and Procedure and Code of Ethics;

**10.0.2** Applicable international, federal, state, and local antitrust, trade regulation, and other laws, regulations and legal requirements;

**10.0.3** All requirements to maintain the status of the Society as a not-for-profit organization exempt from Federal income tax under Sections 501(a) and 501(c)(3) of the Internal Revenue Code of 1954, as amended (hereinafter referred to as the Code), qualifying at all times as an organization to which tax deductible contributions may be made pursuant to applicable sections of the Code;

**10.0.4** All requirements imposed by relevant jurisdiction for maintenance by the Society of any license, permit, or authority it may hold to conduct activities and do business as a foreign not-for-profit corporation within that jurisdiction; and

**10.0.5** Such other policies and procedures as are authorized under these documents.

**10.1 Policy Statements.** The Institute may issue its own statements of policy but must identify them as such. Any amplification, interpretation, or application of Society policies other than by the Society Board of Direction must be clearly identified as the views of the component so engaged and not of the Society. The Institute shall not take any action that may be deemed to express an attitude or action of the Society.

- 10.2**        **Resolutions.** Resolutions or recommendations may be addressed to the Society Board of Direction for consideration or approval and promulgation.
- 10.3**        **Relationships with Other Organizations.** The Institute may form relationships with other groups and may serve as the United States of America member Society to various international organizations, as approved by the Institute. These relationships shall not be in conflict with Society policies.
- 10.4**        **Conferences and Conventions.** The Institute may conduct conferences and conventions by itself or acting in conjunction with other units of the Society or other affiliated organizations subject to the terms and conditions described in agreements then in place between the Society and the Institute.
- 10.5**        **Publications.** Publications of the Institute shall be consistent with written agreements that exist between the Society and the Institute. The Institute may develop journals, magazines, manuals of practice, miscellaneous publications and standards by itself or in conjunction with the Society or other organizations. The Society shall have the right of first refusal to act as the publisher or such publications.

All members of the Institute shall be entitled to receive Institute publications at member rates and other Society distributed publications at the rates determined by the Society.

- 10.6**        **Indemnification.** The Society shall indemnify the Institute's Officers, Institute Director, members, employees, and agents, in their respective capacities as such, by providing each the same rights of indemnification as are given by the Society to Society Officers, members, employees, and agents.
- 10.7**        **Dissolution.** At any duly constituted meeting, the Board, by a two-thirds (2/3) majority of those present and voting, may recommend dissolution of the Institute by the Society Board of Direction, provided that a written notice of this proposed action shall have been given at a previous meeting of Board, and provided further that the proposed dissolution shall have been published, together with an announcement soliciting membership comments, in an Institute, Society, or third party publication that normally reaches the entire membership by other means.

## **ARTICLE 11. AMENDMENTS**

- 11.0**        **Amendment.** The Institute Bylaws may be amended at a duly constituted meeting of the Board by a two-thirds (2/3) majority of those present and voting, provided that a written notice of such proposed amendment shall have been given at the previous meeting of the Board.



No amendment to these Bylaws shall be effective until approved by the Society Board of Direction.

**END OF BYLAWS**