

**Bylaws**

**of the**

**Structural Engineering Certification Board**

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**May 5, 2004; amended January 8, 2005, October 13, 2006, and  
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## **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. No substantial part of the activities of the SECB shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the SECB 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.

Notwithstanding any other provision of these Articles, the SECB shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code or corresponding provisions of any subsequent federal tax laws.

Upon the dissolution of the corporation, the 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 Board of Directors shall determine.

## **ARTICLE IV. BOARD OF DIRECTORS**

**Section 1. Directors:** The SECB shall be composed of between four and seven voting members as follows:

1. A maximum of four 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 member of the general public (Public Member).
3. A maximum of two stakeholder members representing two 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 SECB.

**Section 3. Term of Office:** Structural Engineer Directors shall serve a term of four (4) 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 four initial Structural Engineer Directors shall be staggered (one, two, three, and four years) so as to provide continuity to SECB.

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 SECB 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 SECB.

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

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

The SECB may remove any officer or director for cause by two-thirds (2/3) vote of the SECB at any regular or special meeting of the SECB, 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 SECB. This statement shall be accompanied by a notice of the time when, and the place where, the SECB 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 SECB at the time and place stated in the notice.

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

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

## **ARTICE V. MEETINGS OF THE SECB**

**Section 1. Regular Meetings:** The annual meeting of the SECB shall be at a time and place designated by a majority of the SECB 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 SECB each year at a place designated by a majority of the SECB for the transaction of such business as may come before the SECB. Agendas of all items to be discussed at SECB 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 SECB, or by the Chair of the SECB, 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 SECB 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 SECB. 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 SECB arise, a ballot by mail, authorized by the Chair of the SECB, may be taken. A two-thirds (2/3) vote of the SECB will be necessary to carry.

**Section 6. Telephone Conference:** The Chair of the SECB may authorize a telephone conference meeting of the SECB 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 SECB, 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 SECB 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 SECB shall be four (4): Chair, Vice-Chair, Secretary, and Treasurer, all of whom shall be members of the SECB. The Chair shall be a Structural Engineer Director of the SECB.

**Section 2. Appointive Officer:** The Appointive Officer of the Board of Directors 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 SECB. Elections shall be by written ballot of the SECB, 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 SECB shall determine the term of office of the Appointive Officer.

**Section 5. Vacancies:** In the event the office of Chair becomes vacant, the Vice-Chair shall become Chair for the unexpired portion of the term. In the event the office of Vice-Chair, Secretary or Treasurer becomes vacant, the Chair shall appoint

interim officers to fill such vacant offices until a scheduled meeting of the SECB can be held.

## **ARTICE VII. COMMITTEES**

**Section 1. Appointment:** The Chair shall appoint committees of the SECB. Such committees may be composed of directors or of consultants, or of both. The SECB 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 Committee. Committees, other than those composed strictly of SECB members, shall be appointed as stated below.

### **Section 2. Credentialing Committee:**

- A. Composition, election, and term of office: This Committee shall be composed of five (5) members selected by the Board of Directors. They shall serve for a term of two (2) years. The Board of Directors shall appoint this Committee at the annual Board of Directors 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 of Directors.
  - iii. To provide the Board of Directors 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 three members of the SECB. The Executive Director shall serve on the Committee in an ex-officio capacity.
- B. Duties: It shall be the duty of this Committee:  
To determine the financial needs of the program and to provide the SECB with proposed means for the generation of income. In addition, the Committee shall evaluate expenditures and make recommendations to the SECB 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 two (2) individuals selected by the Board of Directors. The Executive Director shall serve in *ex officio* capacity.

- B. Duties: It shall be the duty of this Committee:
  - i. To select a professional marketing consultant.
  - ii. To work with the marketing consultant to provide the Board of Directors with a marketing plan and budget for publicizing the Program.
  - iii. To evaluate the means and methods to be utilized in publicizing the Program and to make recommendations for changes as appropriate.

#### **Section 5. Education Committee:**

- A. Composition, election and term of office: The Committee shall be composed of five (5) individuals selected by the Board of Directors. 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 minimum level of education required for Certification.
  - ii. To establish the number and type of continuing education hours required to maintain the Certification.
  - iii. To support SE organizations in their efforts to get appropriate curricula implemented at the university level.

#### **Section 6. Examination Committee:**

- A. Composition, election, and term of office: The Committee shall be composed of five (5) individuals selected by the SECB. 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 review and select appropriate examinations required for the SECB's certification program.
  - ii. To interface with the 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 seven (7) individuals selected by the SECB. 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 hold appropriate hearings 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 SECB.

**Section 2:** The fiscal year of the Board of Directors 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 SECB, except as otherwise provided in these bylaws.

## **ARTICLE IX. AMENDMENTS**

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

## **ARTICLE X. DISSOLUTION**

Upon the dissolution of the SECB, the SECB 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 SECB shall determine.