

**STRUCTURAL ENGINEERS ASSOCIATION OF CONNECTICUT, INC.
BYLAWS**

ARTICLE I – NAME, INCORPORATION, AND PURPOSE

1. Name; Incorporation. The name of the Corporation is Structural Engineers Association of Connecticut, Inc. (the “**Corporation**”). The Corporation is incorporated under and shall be governed by the Connecticut Revised Nonstock Corporation Act, including any amendments thereto or the corresponding provisions of the nonstock corporation laws of the State of Connecticut in force from time to time (the “**Act**”).

2. Purpose. The nature of the activities to be conducted or the purposes of the Corporation are to engage in any lawful act or activity permitted under the Act, which is charitable, religious, educational in nature, entitling the Corporation to exemption from taxation under § 501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended and in force from time to time (the “**Code**”), including, more particularly, those purposes set forth in the Corporation’s Certificate of Incorporation (the “**Certificate**”).

ARTICLE II – MEMBERSHIP

1. Members; Classes. As provided in the Act, the Corporation shall be a membership corporation. Pursuant to 33-1071 of the Act, there shall be two classes of members (collectively, the “**Members**”): the Voting Members (the “**Voting Members**”) and the Associate Members (the “**Associate Members**”). The Associate Members shall have no voting rights on any matter whatsoever to come before the Corporation.

2. Voting Members Representation and Voting; Rules and Qualifications. Voting Membership shall be open to the following:

(a) Member Firms: Firms which provide structural engineering services in Connecticut on a continuous basis may become member firms (“**Member Firms**”).

(i) Member Firms shall have voting rights based on the number of structural engineers in the firm as follows:

A. Member Firms with five (5) or less structural engineers shall have two (2) votes.

B. Member Firms with between six (6) and ten (10) structural engineers shall have three (3) votes.

C. Member Firms with more than ten (10) structural engineers shall have four (4) votes.

- (ii) Each Member Firm shall designate one person as the authorized representative of that firm entitled to vote on the Member Firm's behalf. The Corporation shall maintain a list of the authorized representatives. Alternate representatives from the same firm may be designated by the authorized representative in the event of the authorized representative's unavailability.
 - (iii) All persons within Member Firms who regularly practice structural engineering, are eligible to participate in activities of the Corporation. The Corporation shall maintain a list of all such eligible persons so that they can be directly informed of the activities of the Corporation.
- (b) Individual Members: Professional structural engineers in private practice may admitted as members of the Corporation upon application ("**Individual Members**"). Each Individual Member, shall have one (1) vote.

For purposes of clarity, and consistent with the Act, all corporate powers and actions, except such powers and actions as are explicitly reserved to the Voting Members as provided in the Certificate and these Bylaws, are vested in and shall be exercised by or under the authority of the Corporation's Board of Directors (the "**Board**"). The Board may from time to time adopt and amend as policy the rules and procedures by which a Voting Member may be accepted and/or removed.

3. Role of the Associate Members; Rules and Qualifications. Associate Membership shall be open to such individuals in such categories as established by the Board. At the discretion of the Board, the Associate Members may be asked and invited from time to time to participate in fundraising, social and other events and activities intended to enhance the operations of the Corporation and to help establish strong ties between the Corporation and the community. The Board may from time to time adopt and amend as policy the rules and procedures by which an organization may be accepted and/or removed as an Associate Member.

4. Transferability; Term of Membership. Membership in the Corporation shall be nontransferable. Membership shall terminate only upon a Member's removal or withdrawal pursuant to the rules and procedures from time to time adopted and amended by the Board.

5. Removal. Individual Members are subject to suspension or removal for activity contrary to the purpose of this Corporation by the petition of at least five Member Firms. The Board shall consider such petitions and shall vote on the matter. An Individual Member may be removed as an Individual Member by the affirmative vote of at least two-thirds (2/3) of the directors at any meeting of the Board at which a quorum is present.

6. Annual Meetings. The annual meeting of the Voting Members shall be held each year at a time determined by the Board. At least ten (10) days', and not more than sixty (60) days', Notice of each annual meeting, stating the date, time, and place of the meeting, shall be given to each Voting Member. At each annual meeting, the Voting Members shall transact whatever business may properly come before the meeting; *provided, however,* that Fundamental Matters (as defined herein) may not be brought before the annual meeting unless specifically described in a Notice (as defined herein).

7. Special Meetings. Special meetings of the Voting Members may be called by the president and/or a majority of the Board and shall be called by the president upon the written request of any three (3) Voting Members. At least ten (10) days', and not more than sixty (60) days', Notice of each special meeting, stating the date, time, and place of the meeting, shall be given to each Voting Member. Notice of a special meeting shall include a description of the purpose or purposes for which the meeting is called, and only those items included in the notice may be voted upon at the special meeting.

8. Waiver of Notice. A Voting Member may waive Notice of any meeting required under these Bylaws by a written instrument executed and filed with the secretary of the Corporation either before or after the date and time specified in the Notice. The secretary shall cause any such waiver to be filed with the Corporation's minutes or corporate records. A Voting Member attending or participating in a meeting shall be deemed to have waived any required Notice of the meeting, unless the Voting Member, at the beginning of the meeting or promptly upon arrival, objects to holding the meeting or transacting business at the meeting, and does not thereafter vote for or assent to action taken at the meeting.

9. Quorum and Voting. The Voting Members physically present in person at any properly announced meeting shall constitute a quorum. A Voting Member may participate in any meeting of the Voting Members by means of a conference telephone or similar communications equipment enabling all of the Voting Members participating in the meeting to simultaneously hear one another, and such participation in a meeting shall constitute presence "in person" at such meeting. The affirmative vote of a majority of the votes cast by the Voting Members at a meeting at which there is a quorum shall be required to approve any action of the Voting Members; provided, however, that the affirmative vote of no less than two-thirds (2/3) of the votes cast by the Voting Members present at a meeting at which there is a quorum shall be required to approve any Fundamental Matter.

10. Ballots. In lieu of meetings, the Voting Members may vote on any matter presented to the Voting Members by mail or email through written ballot. The vote of the Voting Members shall be determined from the total number of Voting Members who actually vote by ballot. A ballot signed under this Section has the same effect as a meeting vote and may be so described.

11. Member Voting Rights. As more specifically set forth in these Bylaws, the Voting Members shall have the right to vote on the following matters:

- (a) Election of directors to the Board;
- (b) Removal of a director from the Board;
- (c) Amendment of these Bylaws;
- (d) Amendment of the Certificate;
- (e) the dissolution and liquidation of the Corporation; or
- (f) any merger, consolidation, amalgamation or other combination of the Corporation with or into another entity, or the sale or other conveyance of all or substantially all of the assets and operations of the Corporation, in a single transaction or series of related transactions.

Those matters set forth in this Article II, Section 10(c) – (f) shall be referred to in these Bylaws as the “**Fundamental Matters.**”

12. Adjournment. A majority of the Voting Members present at any meeting may adjourn the meeting to another date not exceeding thirty (30) days from the date of the meeting originally called. Notice of the new date, time and place of any adjourned meeting need not be given if the new date, time, and place are announced at the meeting before adjournment. At such substitute meeting any business may be transacted which might have been transacted at the meeting originally called, provided a quorum is present.

13. Proxies. Voting Members may not vote by proxy.

14. Dues. Dues shall be set annually and shall become due and payable as specified from time to time by the Board. Any member whose membership dues are more than six (6) months in arrears shall be removed and thereby shall forfeit all privileges of membership. However, the Board, at its discretion, may extend the time of payment and privileges.

15. Limitation of Liability. Consistent with the Act, no Member shall be liable to the Corporation or its creditors with respect to such Member’s membership except for such Member’s obligation to pay any outstanding dues.

ARTICLE III – BOARD OF DIRECTORS

1. Board of Directors Generally. All corporate powers, other than those reserved to or shared with the Members, shall be exercised by or under the authority of, and the activities, property, and affairs of the Corporation shall be managed by or under the direction of, the Board. All authority of the directors is vested in the Board as a whole, and no individual director has any authority to act for or bind the Corporation except by action within the confines of the Board (or committee of the Board, to the

extent applicable) or to the extent expressly authorized by resolution of the Board to act as a representative of the Corporation.

2. Size of Board; Term of Office. There shall be no fewer than three (3) or more than thirteen (13) directors on the Board. The prescribed number of directors within this range shall be that number fixed by resolution of the Voting Members, or, if the Voting Members do not fix the number, then the prescribed number shall be the number of directors most recently elected by the Voting Members. Directors shall hold office for the term of three (3) years and thereafter until their successors are properly elected and qualified. No Director shall be elected to serve for more than two consecutive terms.

3. Nomination and Election of Directors. The Nominating Committee shall present to the Voting Members a slate of nominees to serve as directors. Election of the directors shall occur at a meeting of the Voting Members or by mail or email through written ballot by the Voting Members.

4. Removal. Anything in these Bylaws to the contrary notwithstanding, a director may be removed as a director at any time with or without cause by the affirmative vote of at least two-thirds (2/3) of the Voting Members at any meeting at which a quorum is present, and for which notice of the meeting provides that the purpose or a purpose of the meeting is removal of the director. Directors may also be removed by judicial proceedings to the extent provided by the Act.

5. Vacancies. Any vacant position among the directors (including a vacancy caused by removal or resignation) shall be filled for the unexpired portion of the term by vote of the remaining directors.

6. Annual Meeting. The annual meeting of the Board shall be held at the time and place specified from time to time by resolution of the Board prior to the annual meeting of the Voting Members. At each annual meeting, the Board may bring up any matters relating to the affairs of the Corporation; *provided, however*, that none of the Fundamental Matters may be brought before an annual meeting unless specifically described in a Notice given at least ten (10) days before the annual meeting.

7. Regular Meetings. Regular meetings of the Board shall be held at the time and place specified from time to time by resolution of the Board. Notice of regular meetings need not be given; *provided, however*, that none of the Fundamental Matters may be brought before a regular meeting unless specifically described in a Notice given at least ten (10) days before the meeting. If no resolution shall be in effect, regular meetings of the Board shall be called in the manner set forth below for calling special meetings of the Board.

8. Special Meetings. Special meetings of the Board may be called by the president and shall be called by the president upon the written request of directors constituting twenty-five percent (25%) or more of the directors then serving. If the president does not call the meeting within seven (7) days after receipt of the written

request, the directors making the request may call the meeting. Notice may be given by the person calling the meeting. At least two (2) days' Notice of each special meeting shall be given to each director; *provided, however*, that Fundamental Matters may not be brought before a special meeting unless specifically described in a Notice given at least ten (10) days before the meeting. Notice of a special meeting shall include a description of the purpose or purposes for which the meeting is called, and only those items included in the Notice may be voted upon at the special meeting.

9. Waiver of Notice. A director may waive Notice of any meeting required under these Bylaws by a written instrument executed and filed with the secretary either before or after the date and time specified in the Notice. The secretary shall cause any such waiver to be filed with the minutes or corporate records. A director attending or participating in a meeting shall be deemed to have waived any required Notice to him or her of the meeting, unless the director, at the beginning of the meeting or promptly upon his or her arrival, objects to holding the meeting or transacting business at the meeting, and does not thereafter vote for or assent to action taken at the meeting.

10. Quorum and Voting Requirements. A majority of the directors prescribed by the Board or, if no number is prescribed by the Board, a majority of the directors then serving shall constitute a quorum for the transaction of business at any meeting of the Board. The affirmative vote of a majority of the directors present at a meeting at which there is a quorum shall be required for action by the Board on any matter, except for those matters for which the vote of a greater proportion of the directors is required by the Act, the Certificate, or these Bylaws. Approval of the Fundamental Matters by the Board requires the affirmative vote of at least two-thirds (2/3) of the directors then serving.

11. Participation in Meeting by Teleconference or Similar Means. A director may participate in a meeting of the Board by, or conduct the meeting through the use of, any means of communication by which all directors participating in the meeting may simultaneously hear one another during the meeting. A director participating in a meeting by this means is deemed to be present "in person" at the meeting.

12. Transaction of Business by Unanimous Written Consent. Any corporate action required or permitted to be taken by the Board (or a committee of the Board, as applicable) under the Act may be taken without a meeting if each director on the Board (or committee, as applicable) signs a written consent describing the action taken or to be taken and delivers it to the Corporation for inclusion within the Corporation's records. Action taken under this Section is effective when the last director signs the written consent, unless the written consent specifies the time at which the action taken thereunder is to be effective. A consent signed under this Section has the effect of a meeting vote and may be so described. Without limiting the generality of the foregoing, a written consent may be circulated to the Board via e-mail and the directors may "sign" such consent by responding in the affirmative via e-mail, provided each e-mail response contains the applicable director's "electronic signature" as defined in Conn. Gen. Stat. § 1-267(8), as the same may hereafter be revised or replaced.

13. Compensation of Directors. Directors shall not receive a salary for their services as directors on the Board. By affirmative vote of the Board, the directors may be allowed reasonable reimbursement for expenses and fees for attendance at meetings of the Board and committees, as set forth in the vote. Nothing in this Section shall be construed to preclude any director from serving the Corporation in any other capacity and receiving reasonable compensation for his or her services as such.

14. Ex-Officio Directors. If the Corporation has appointed and/or hired a president, such president shall be an ex-officio director of the Board. Ex-officio directors shall be entitled to Notice but shall not be counted in determining a quorum nor shall they be entitled to a vote.

15. Board Committees.

- a. Nominating Committee. The Board shall appoint a Nominating Committee. The Nominating Committee shall seek out and interview prospective directors, and shall present those most qualified to serve as nominees fill the role of director.
- b. Committees. The Board may create such *ad hoc* or permanent committees as it, in its discretion, deems necessary or proper for the prudent governance of the Corporation. Any committee shall have only those powers and responsibilities conferred upon it by the resolution creating the committee.
- c. Limitations on Powers of Committees. In no event shall any committee have the power to approve any of the Fundamental Matters, or any powers which, under the Act, may not be conferred upon a committee of the board of directors of a Connecticut nonstock corporation. Any committee containing non-directors may advise, recommend, investigate and report to the Board on such matters as may be assigned to it, but shall not exercise the power or authority of the Board.

ARTICLE IV – OFFICERS

1. Titles, Election, and Duties. The Board shall elect a president, a vice president, a secretary, and a treasurer and may from time to time elect one or more other officers as it deems expedient. Any two or more elected offices may be held by the same person. Officers may, but need not, be directors serving on the Board. Each elected officer shall serve in a volunteer capacity and shall not receive a salary for his or her service.

2. President. The president shall preside at all meetings of the Board, and shall have general care and oversight of the affairs of the Corporation under the control of the Board. He or she may execute, sign, countersign, and endorse, on behalf of the Corporation, all notes, bills, certificates, leases, and documents, of any kind, coming to

or going from the Corporation in the transaction of its business as authorized by the Board. The president shall be subject to the control of the Board and shall direct and coordinate the implementation of the Board's initiatives.

3. Vice President. The vice president, if any, shall become fill the role of the president in the event of a vacancy in such office. He or she shall preside at all meetings in the absence of the president and he or she shall undertake such other responsibilities as the president or the Board may assign.

4. Treasurer. The treasurer shall prepare or have prepared the financial reports described in these Bylaws. The treasurer may endorse checks, notes, and other obligations for and on behalf of the Corporation and may deposit the same and all monies and valuables in the name of and to the credit of the Corporation in the banks and depositories the Board or its designee shall designate. The treasurer shall report to the Board periodically on the financial condition of the Corporation in such detail as the Board may request from time to time. In the event that the president has not hired a chief financial officer, the treasurer shall perform the duties usually vested in a chief financial officer of a nonstock corporation and shall keep the fiscal accounts of the Corporation. The treasurer shall oversee the activities of any employees of the Corporation tasked with responsibilities related to the Corporation's fiscal affairs.

5. Secretary. The secretary shall keep the minutes of the Board meetings, and shall authenticate records of the Corporation, unless any of such duties are delegated to another officer by the Board. The secretary shall give Notice of meetings as required in these Bylaws. The secretary shall have custody of the corporate seal, if any, and all books, records, and papers of the Corporation, except those in the custody of any other authorized person.

6. Terms of Office. Each elected officer shall serve for a term of one (1) year and thereafter until their successors are properly elected and qualified. The president, if any, shall serve for an indefinite term at the pleasure of the Board (subject to any written employment agreement duly authorized by the Board setting forth a definite term of employment). The Board shall have the authority to fill vacancies for any officer position.

ARTICLE V – DISTRIBUTION OF ASSETS

1. Generally. The Corporation is nonprofit. The Corporation shall not have or issue shares of stock or make distributions. The Corporation's earnings, income or assets shall not be distributed to or inure to the benefit of its directors, officers, or to any private individual as such. The Corporation may, however, reasonably compensate its officers, directors, or any individual, for services performed for the Corporation in compliance with applicable law and applicable corporate policies concerning conflicts of interest. The Corporation may make distributions in furtherance of its exempt purposes.

2. Voluntary Dissolution and Liquidation. The Corporation may be dissolved and liquidated at any time by the affirmative vote of at least two-thirds (2/3) of the directors then serving and the affirmative vote of at least two-thirds (2/3) of the Voting

Members present, at a duly constituted meeting. Upon liquidation, the assets remaining after payment of all liabilities shall be distributed pursuant to the Act, subject to and consistent with the Code and any donor imposed restrictions thereon, to such charitable, educational, religious and/or scientific organizations exempt from taxation under § 501(c)(3) of the Code as may be selected by the Board, the purpose and mission of which are substantially similar as the Corporation. Any remaining assets not so disposed of by the Board shall be disposed of by a court having jurisdiction over charitable corporations and assets in the State of Connecticut, exclusively for exempt purposes, or to such organization or organizations as the court shall determine, the purpose and mission of which are substantially similar as the Corporation.

ARTICLE VI – OTHER PROVISIONS

1. Indemnification and Advances; Insurance. The Corporation shall be bound by and comply with the provisions of §§ 33-1118 and 33-1122(c) of the Act pertaining to the mandatory indemnification of directors, officers, employees and agents. Pursuant to § 33-1124(a) of the Act, the Corporation shall indemnify its directors, officers, and employees (in accordance with § 33-1117 (except for subsection (a)(2)) of the Act and § 33-1122 of the Act) to the fullest extent permitted by law; provided, however, the foregoing notwithstanding, the Corporation may (but shall not be required to), in the sole discretion of the Board: (i) indemnify agents of the Corporation in accordance with §§ 33-1117 and 33-1122 of the Act, (ii) advance fees or reimburse expenses to directors, officers, employees, or agents in accordance with §§ 33-1119 and 33-1122 of the Act, or (iii) indemnify directors in accordance with § 33-1117(a)(2) of the Act as set forth in the Certificate. In accordance with § 33-1123 of the Act, the Corporation may purchase and maintain insurance, to provide greater indemnification than that permitted by the Act, on behalf of any individual who is or was a director, officer, employee, agent, or other representative of the Corporation (including the Members) to the extent set forth in the policy of insurance.

2. Financial Reports; Fiscal Year. The Corporation shall prepare or have prepared each fiscal year a financial report that includes a balance sheet as of the end of the fiscal year, and a revenue and disbursement statement for the year ending on such date. The Corporation shall also prepare or cause to be prepared an annual budget for the Corporation and shall submit it to the Board prior to the beginning of each fiscal year of the Corporation. The Board may require the Corporation's financial reports be prepared in accordance with Generally Accepted Accounting Principles in the United States. The Corporation shall file such informational and/or other tax returns with the Internal Revenue Service (e.g., Form 990) and with applicable State agencies as required under law. The fiscal year of the Corporation shall begin on July 1 and end of June 30..

3. Conflict of Interest Policy. The Corporation shall adopt and at all times maintain a conflict of interest policy, which shall be adopted, maintained, and revised from time to time by the Board. A copy of the conflict of interest policy shall be kept in the permanent records of the Corporation.

4. Amendment of Bylaws; Record of Changes. Except as otherwise specified by the Act, new Bylaws may be adopted and existing Bylaws may be amended or repealed by the affirmative vote of at least two-thirds (2/3) of the directors then serving and the affirmative vote of at least two-thirds (2/3) of the votes cast by the Voting Members present, at a duly constituted meeting for which Notice includes the proposed Bylaws for approval, or of the amendment or repeal of existing Bylaws. No change shall be made to these Bylaws which will revoke or otherwise negatively affect the exempt status of the Corporation under § 501(c)(3) of the Code. Whenever a Bylaw is amended or repealed, or a new Bylaw is adopted, the action and the date on which it was taken shall be noted on the original Bylaws in the appropriate place, or a new set of Bylaws shall be prepared incorporating the changes.

5. Amendment of the Certificate. The Certificate may be amended at any time by the affirmative vote at least two-thirds (2/3) of the directors then serving and the affirmative vote of at least two-thirds (2/3) of the votes cast by the Voting Members present, at a duly constituted meeting or meetings for which the Notice includes the proposed amendment(s). No change shall be made in the Certificate which will revoke or otherwise negatively affect the exempt status of the Corporation under § 501(c)(3) of the Code.

6. Inconsistencies with the Certificate. In the event of any inconsistency between the Certificate and these Bylaws, the terms of the Certificate shall prevail.

7. Notice. “**Notice,**” as used throughout these Bylaws, shall mean written notice (including notice by U.S. mail, facsimile, or e-mail) to a Member or director on the Board, where applicable. Notice shall indicate the date, time, and place of the applicable meeting of the Members or Board and shall include any other information related to such meeting as determined by the Board or as otherwise consistent with these Bylaws. For any action on Fundamental Matters, the Notice to the Board or the Voting Members must contain a specific reference to the action to be voted on.

Certified by the Secretary of the Corporation as the Bylaws of the Corporation effective as of June 3, 2022.



Name: Elizabeth Michel
Title: Secretary