



STRUCTURAL ENGINEERS ASSOCIATION OF NORTH CAROLINA, INC.
(a Non-profit corporation under the laws of the State of North Carolina)

BYLAWS
(Adopted December 22, 2008)
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STRUCTURAL ENGINEERS ASSOCIATION OF NORTH CAROLINA
(a Non-profit corporation under the laws of the State of North Carolina)

BYLAWS

1.0 NAME, PURPOSES, OFFICES, OPERATING YEAR, MEMBERSHIP YEAR

1.1 NAME

The name of the corporation is the Structural Engineers Association of North Carolina (the "Association").

1.2 PURPOSES

The purposes of the Association shall be as set forth in the Certificate of Incorporation.

1.3 OFFICES

The Association shall have one office. It shall be located at the office of the State President or at such other location set forth in the Certificate of Incorporation.

1.4 OPERATING YEAR

The operating year ("Operating Year") of the Association shall commence on the first day of January, and its fiscal year shall be the same as the calendar year.

1.5 MEMBERSHIP YEAR

The membership year ("Membership Year") of the Association shall commence on the first day of September and end on the last day of August of the following calendar year.

2.0 QUALIFICATIONS FOR MEMBERSHIP

2.1 CLASSES OF MEMBERSHIP

There shall be eight classes of membership:

2.1.1 Professional Engineer Members. These shall be licensed professional engineers in the State of North Carolina that primarily practice structural engineering work or that practice engineering in association with structural engineers.

2.1.2 Graduate Engineer Members. These shall be those who hold a minimum of a bachelor's degree in engineering from a college recognized by the Accreditation Board for Engineering and Technology (ABET).

2.1.3 Engineering Educator Members. These shall be full-time college-level faculty members who primarily teach course subjects involving structural engineering.

- 2.1.4 Associate Members. These shall be those who have attained a reasonable level of proficiency in understanding the principals of structural engineering, who are employed under the direction of a structural engineer.
- 2.1.5 Student Engineer Members. These shall be individuals who are enrolled in an engineering curriculum at an ABET accredited college. Student Members shall have no voting rights.
- 2.1.6 Affiliate Members. These shall be those firms or individuals that are not eligible for full membership, yet provide support services to the structural engineering profession. This includes, but is not limited to insurance, finance, accounting, legal, scientific, technology support, or other associations or related industry representatives who provide products that are specified by structural engineers. Any firm involved in the recruitment of engineers as a specific service is not eligible for membership. Affiliate Members do not have voting rights in the Association. Affiliate members must meet all licensing and regulatory requirements in the jurisdictions where they provide services. Affiliate Dues for these firms are based on the total employment of the firm's operations within the USA. The firm does not need to be licensed in North Carolina to participate in this category.
- 2.1.7 Retired Members. These shall be any member in good standing that retires from the active profession of structural engineering.
- 2.1.8 Life Members. These shall be those members who have been elected Life Members in accordance with §3.2. Life Members shall not be subject to the payment of dues and assessments.

2.2 CONFLICT OF INTEREST

- 2.2.1 The term "Conflict of Interest" as used herein shall mean any affiliation by a Member with any other business enterprise engaged in an activity so related to the Member so as to create the potential to inhibit the ability of the Member to exercise independent professional judgment, or to create the semblance of such potential.
- 2.2.2 The types of enterprise with which affiliation may create a Conflict of Interest shall include, but not be limited to:
 - (a) Contracting for construction with an entity other than one controlled by the Member.
 - (b) Manufacture of any product of the type normally specified by the Member.

2.3 PRINCIPALS; LIFE MEMBERS; REPRESENTATIVES.

2.3.1 "Principal" Defined. "Principal" shall be defined as a sole proprietor, a partner in a partnership, or a director or officer of a limited liability company or corporation.

2.3.2 Life Members. A Life Member shall be any individual, elected in accordance with §3.2, who has retired from active practice. Life Members shall not engage in any activity representing a Conflict of Interest as defined in §2.2.

2.3.3 Representative. A Representative may be any individual designated by an Affiliate Member to attend meetings or serve on committees of the Association.

2.4 MEMBERSHIP IN NCSEA

All Members, except for Affiliate Members, shall, by virtue of their membership in the Association, become members of the related national Association currently named NCSEA (the National Council of Structural Engineer Associations) with all of the attendant rights and obligations thereof.

3.0 ADMISSION AND TERMINATION

3.1 ADMISSION OF MEMBERS

Election to membership shall be in accordance with the following procedure:

3.1.1 Proposal and Endorsement. Any Member in the Association may propose a candidate for membership. Application for membership may also be made directly to the Association by completing a Membership Application.

3.1.2 Application Form. All candidates for membership shall fill in the appropriate application form provided by the Association.

3.1.3 Board of Directors Role. An individual or an affiliate firm shall become a Member of the Association and of the Chapter(s) if the application is approved by a majority vote of the Board of Directors. Such vote may be made via email from the members of the Board of Directors to the State Office.

3.1.4 Membership Committee Role. The Membership Committee shall investigate the qualifications of each candidate whose qualifications for membership have been questioned. The Membership Committee shall collect any additional information on the reasons qualification is being challenged. Based upon their investigation, the Membership Committee will take one of the following actions;

- (1) Determine the applicant does not meet requirements and direct the state office to notify them as such.
- (2) Determine that the applicant meets basic requirements but have ethical or other legal concerns and should be denied membership. This information will be referred to the Board of Directors and a vote will be requested.
- (3) Determine that the applicant meets requirements and submit to the Board of Directors for a vote.

3.2 ELECTION OF LIFE MEMBERS

Any Chapter, by majority vote of its members, may propose an individual meeting the requirements of §2.3.2 to be a Life Member. Status as a Life Member shall be conferred upon such individual upon the approval of two thirds of the entire board of directors of the Association.

3.3 CERTIFICATES

The Association shall not authorize or issue any stock certificates, but it may issue membership certificates to its members in such form as is approved by the Board of Directors.

3.4 NON-TRANSFERABILITY

Membership shall not be assignable or transferable.

3.5 TERMINATION OF MEMBERSHIP

The membership and all rights and privileges thereto of any member of any class of membership shall terminate upon the happening of any of the following:

- 3.5.1 Resignation. When a member notifies the Association, in writing, that he or she desires to resign as a member;
- 3.5.2 Delinquency. If a Member is "delinquent" in the payment of any indebtedness to the Association unless the Board of Directors determines that such membership shall not be terminated because of extenuating circumstances. ("Delinquent", as used in the preceding sentence, shall mean the failure to pay any indebtedness to the Association within thirty (30) days of its due date).
- 3.5.3 Ineligibility. When the Board of Directors determines that a Member no longer meets the qualifications for any class of membership, his membership shall be terminated; but not until after the President advises the Member in writing of the proposed termination and the Member has been offered an opportunity to contest the termination.
- 3.5.4 Conduct. If a Member is found guilty of unprofessional or unethical conduct (by the North Carolina Board of Examiners for Engineers and Land Surveyors), the procedure for making such a determination shall be:

- (i) A written complaint of such alleged conduct shall be made by a member of the Association and addressed to the President.
- (ii) Upon the presentation of such complaint, the Board of Directors shall appoint a special committee of not less than five (5) members to recommend whether further action is justified.
- (iii) If such a recommendation is made, the accused shall be advised of the charges against him in writing and shall be requested to answer them within thirty (30) days.
- (iv) The President shall then present, at the next Board of Directors' meeting for which notice of the proposed action has been supplied in advance of the meeting, the findings of the special committee and the accused's answer to the complaint. Provided a quorum is present a two thirds majority of all directors present shall determine the action to be taken and shall be necessary to order the termination of the accused's membership.

4.0 CHAPTERS

4.1 FORMATION, GEOGRAPHIC AREA

The Board of Directors may authorize and charter new Chapters upon written petition of five members or firms that are eligible for membership in the Association, and having principal offices in the area of which the Chapter is to be organized. The Board of Directors shall have the right to establish or change geographical areas covered by the Chapters.

- 4.1.1 Out of State Members Individuals and firms that do not have a North Carolina office and are located in a contiguous state, are eligible for membership provided that they (1) are registered to practice engineering in North Carolina, (2) meet all other membership requirements, and (3) are members of the NCSEA Member Organization in the state from which they are applying for membership in North Carolina. Membership will be assigned to the Chapter which is the closest. If there is more than one region where a member may be eligible, the member can choose which Chapter to join.

4.2 GOVERNANCE AND OPERATING OF CHAPTERS

The operation and activity of each Chapter shall be under and within the framework of the Certificate of Incorporation and these bylaws. Administration and function of all Chapters shall be in accordance with Standard Chapter Bylaws prepared and adopted by the Association. Each Chapter may propose additions to the Standard Chapter Bylaws affecting the governance of such Chapter provided such additional bylaws are not inconsistent with these bylaws, the Standard Chapter Bylaws, the Certificate of Incorporation of the Association or the applicable provision of North Carolina law. Such

proposed additions to the Standard Chapter Bylaws shall become effective for such Chapter upon approval of the Board of Directors of the Association.

4.3 MEETINGS

Chapter meetings shall be held at such times and places as provided in the respective Chapter's bylaws.

4.4 LIMITATION ON ACTIVITIES

Chapters may engage in such activities which are consistent with the objectives of the Association as set forth in the Certificate of Incorporation, but such activities shall be restricted to the geographical areas for which the Chapter is chartered. Chapters may make recommendations to the Association but shall not propose or initiate any action on state or national legislation nor contact any state or federal governmental agency unless authorized by the Board of Directors. Legal proceedings except in connection with a Chapters' business matters shall be referred to and handled by the Association. No chapters may incur indebtedness in excess of funds available to the chapter without approval of the Board of Directors or of the Association.

4.5 CHAPTER MEMBERSHIP

Except as provided in §4.6, each Member is required to be a member of each Chapter in which it has an office (other than a temporary field office). A member who moves an office from the geographical area of one Chapter to the area of another Chapter, or is placed within a different Chapter by reason of change of the Chapter's area or by chartering a new Chapter, shall transfer its membership to such new Chapter. Such transfer shall be honored by both Chapters involved and Chapter dues and assessments shall be prorated on the basis of the period of membership in each Chapter.

4.6 MEMBERS IN MULTIPLE CHAPTERS

A Member which practices in the defined geographic area of more than one Chapter may elect to be a member of either Chapter and may switch its membership to the other Chapter at any time.

4.7 CHAPTER DUES

The proposed budget for each Chapter for the succeeding Fiscal Year shall be established by the Chapter in accordance with the Chapter's bylaws. Chapter dues and assessments shall be collected by the Chapter or by the Association, upon agreement.

- When Chapter dues are collected by the Association, the agreed amount for each paid member shall be paid by the Treasurer of the Association to each Chapter.
- When dues are collected by the Chapter, the agreed amount for each member shall be paid by the Chapter to the Treasurer of the Association.

- No Chapter shall levy additional membership fees without the agreement of the Board of the Association.

4.8 CHAPTER REPORTING TO ASSOCIATION

Chapters shall provide an account of funds received and funds spent at the end of each Operating Year to the Treasurer of the Association. All funds held by chapters are the property of the Association, but are subject to the oversight and control of properly elected officers representing the Chapter organization. Other reporting for financial control and tax purposes shall be as approved by the Board of Directors.

4.9 DISSOLUTION OF CHAPTER

Upon a 2/3 vote of the members of any Chapter, the Chapter organization may be dissolved. Chapter organizations are also subject to dissolution by the Association. In this case, the Board of Directors, by a three-quarters (3/4) vote, may resolve that a Chapter Organization be recognized as no longer operational. This resolution is subject to the approval of the membership, and shall be considered to have passed if two-thirds (2/3) of votes received are in favor. Should such a resolution be approved, all assets of the Chapter shall be returned to the control of the Association.

5.0 ACTIONS BY MEMBERSHIP; MEETINGS

5.1 ANNUAL MEETING

The annual meeting of the Association shall be held at a time and place to be designated by the Board of Directors.

5.2 OTHER REGULAR MEETINGS

Two additional regular meetings of the Board of Directors shall be held at such times and places as may be designated by the Board of Directors, or by telephone.

5.3 SPECIAL MEMBERSHIP MEETINGS

A special meeting of the Association may be called upon the request of the President, the Board of Directors or at the written request of 25 percent of the membership.

5.4 QUORUM AT MEETINGS

Twenty percent of the total membership entitled to vote, present in person or by proxy, shall constitute a quorum at any membership meeting. If a quorum is not present at any meeting, the majority present may adjourn the meeting from time to time without further notice until a quorum is present.

5.5 PROXIES

Any Member may give its written revocable proxy to any other Member, to be voted as directed in such proxy or if no such directive is provided, to be voted as the holder of the proxy shall determine. Such proxy shall be valid for one membership meeting only

and the Member appearing by proxy shall be deemed to be present for the purposes of determining the existence of a quorum.

5.6 VOTING BY MEMBERSHIP AT A MEETING

In all matters to be voted upon by the membership, each eligible Member, as described in §2.1, will have one vote. Unless a higher percentage is called for herein or in the Certificate of Incorporation, a majority of the Members present at a meeting at which there is a quorum present is required to approve any action by the membership.

5.7 MAIL OR ELECTRONIC BALLOT

Where a vote of the membership of the Association is required or sought, such a vote may be conducted by Mail, by Electronic Ballot, or both. The term "Mail Ballot" for the purposes of these provisions shall include ballots sent and/or received by electronic mail or facsimile (fax) machine.

In the event of a conflict between the Certificate of Incorporation and these bylaws, the terms of the Certificate of Incorporation shall govern.

- 5.7.1 Submission of Mail Ballot. Mail ballots (which term shall include ballots sent by, or returned by fax or electronic mail) may be submitted to the membership at any time upon the direction of the Board of Directors.
- 5.7.2 Time to Respond. The mail ballot shall specify the date when responses are due provided however such date shall not be less than ten days from the date of transmission of the ballot to the membership.
- 5.7.3 Number of Responses Required. In order for the results of a mail ballot to be binding not less than one-quarter (1/4) of the membership shall have responded.
- 5.7.4 Percentage of Responses Required to Approve Action. It shall take the same percentage of mail ballots to approve any action as the percentages specified where there is not a mail ballot provided however the number of affirmative votes shall be no fewer than one-fifth of the membership, which is the number of members constituting a quorum as set forth in section 5.4.

6.0 BOARD OF DIRECTORS

6.1 POWERS

The Association shall be managed by a board of directors ("Board of Directors") consisting of the state-elected officers, the executive director and the president of each chapter. Should a chapter president also be a state officer, see §6.2. Any Member, in accordance with 2.1.1 – §2.1.3, is qualified to be a director.

6.2 NUMBER AND ELECTION OF DIRECTORS

Each chapter is entitled to designate one director, which shall be the president of the Chapter. However, should the Chapter president become an elected state officer the Chapter shall elect a director in accordance with the each chapter's bylaws, to be represented as a member on the Board of Directors. If a Chapter shall fail to elect a new director, the director then in office shall continue as director until new one has been selected or he has been removed as a director pursuant to §6.6.

6.3 TERM

Each director shall hold office for one year commencing on the first day of the Operating Year following his election.

6.4 ALTERNATE DIRECTORS

The president of each Chapter may designate an alternate director to attend Board of Director's meetings in his absence.

6.5 MEETINGS OF THE BOARD OF DIRECTORS

6.5.1 Time and Place of Regular Meetings. The annual meeting of the Board of Directors shall take place at the same time or immediately prior to the annual meeting of Members. Additionally, the Board of Directors shall meet not less than two other times during each Operating Year at times and locations to be established by the President.

6.5.2 Special Meetings A special meeting of the Board of Directors shall be held upon the request of either the President or any five directors.

6.5.3 Quorum A majority of the entire Board of Directors then in office shall constitute a quorum. Appearance at a Board Meeting by telephone or television shall be treated the same as a physical presence. If a quorum is not present at any meeting, the majority present may adjourn the meeting from time to time without further notice until a quorum is present.

6.5.4 Voting Unless a higher percentage is specified in the Certificate of Incorporation or in the bylaws, all actions taken by the Board of Directors shall require the affirmative votes of a majority of directors present at any meeting at which there is a quorum present.

6.5.5 Notice of Meeting Directors meetings, other than the annual meeting which shall require no notice, shall be held on ten days written notice.

6.5.6 Reimbursement of Expenses Members of the Board of Directors, acting on behalf of the Association, are eligible for reimbursement of travel expenses for 30 days following the actual travel. This shall be on a case-by-case basis as outlined in this section. For general meetings called by the President, lunch will be paid for by the Association and all board members may request reimbursement for travel from their home to the meeting site (round trip) at the current IRS rate per mile. It is up to the

individual board member to invoice the Association via the State Treasurer for reimbursement.

In addition to mileage reimbursement to the Annual Meeting, all board members will be reimbursed for the cost of one night's lodging, one dinner (the night before at the annual board meeting) and the meeting's registration fee. Delegates to NCSEA national meetings shall be reimbursed for expenses relating to travel (airfare), lodging, and registration and shall receive up to a maximum of \$75 per diem allowance for each day of the national meeting.

6.6 REMOVAL OF A DIRECTOR

- 6.6.1 Failure to Attend Meetings In the event a director shall fail to attend two or more meetings of the Board of Directors in any Operating Year, the President shall notify the individual and the Chapter shall decide whether such director is to be removed in accordance with the procedure set forth in §6.6.3.
- 6.6.2 Removal by Board of Directors The Board of Directors shall have the power to remove any director for any reason whatsoever by the affirmative vote of two-thirds of the entire Board.
- 6.6.3 Other Causes for Removal A director's office shall be deemed vacated upon the happening of any of the following events: (1) he is no longer employed in the engineering profession; (2) his license to practice engineering in North Carolina is revoked.

6.8 VACANCIES IN BOARD OF DIRECTORS

The unexpired term of any director who is no longer a member of the Board shall be filled by the new president of the Chapter, or their duly elected representative.

6.9 EXECUTIVE COMMITTEE

- 6.9.1 Makeup of Executive Committee The Executive Committee shall be comprised of the President, the Vice-President, the Secretary, the Treasurer and the Executive Director.
- 6.9.2 Function of Executive Committee The Executive Committee may act on behalf of the Board of Directors on all matters except those specifically reserved to the Board by these Bylaws, pursuant to delegation of authority to such Committee by the Board of Directors. Decisions of the Executive Committee shall be reported to the Board at the next meeting and the Board shall have the right to reject or modify such decision.
- 6.9.3 Powers Denied to Executive Committee The matters on which the Executive Committee shall have no authority shall include, but not be limited to :

- 1- Submission to the membership of any action requiring membership approval.
- 2- Removal of directors or officers.
- 3- The adoption, amendment or repeal of any bylaw.
- 4- The amendment or repeal of any resolution adopted by the Board unless such resolution explicitly authorizes such amendment or repeal.
- 5- Levying of a Special Assessment.

7.0 OFFICERS

7.1 NUMBER AND DESIGNATION OF OFFICERS

The officers of the Association shall be as follows:

President

Vice-President

Secretary

Treasurer

Executive Director

Advising Past President

7.2 QUALIFICATIONS OF OFFICERS

All officers shall be licensed engineers, except upon a unanimous vote of the Board of Directors to waive this requirement. Should the president of any chapter hold any other State office, the Chapter shall elect a director (see §6.2).

7.3 ELECTION AND REMOVAL OF OFFICERS

Officers shall be elected by the membership at the annual meeting of the Association and shall take office at the commencement of the succeeding Operating Year.

7.4 TENURE

Officers shall hold office for a term of one year commencing on the first day of the Operating Year. Officers, other than the President shall be eligible for re-election to their past office, provided however that no officer shall continue in a particular office for more than two consecutive one-year terms.

7.5 VACANCIES

In the event of a vacancy in the office of President, the Vice-President shall succeed to the presidency. All other vacancies shall be filled by the Board of Directors until the next election.

7.6 PRESIDENT

The President shall preside at all meetings of the Membership and the Board of Directors, except as otherwise provide herein, appoint all committees and their chairmen, and sign all official correspondence relating to the Association.

7.7 VICE-PRESIDENT

The Vice-President shall temporarily assume supervision and fulfill the duties of the President in the absence of the latter and perform special assignments at the request of the President and the Board of Directors.

7.8 SECRETARY

The Secretary shall be responsible for keeping an accurate record of all meetings of the Association and the Board of Directors; maintaining the membership lists, mailing lists, and the of mailing of ballots and other communications to all members; the publication and mailing of meeting notices, and he shall perform such other duties as may be assigned to him by the President or the Board of Directors.

7.9 TREASURER

The Treasurer shall be responsible for supervising the maintenance of all financial records of the Association; the preparation and filing of tax returns; the maintenance of bank accounts; the collection of dues and assessments; the preparation of a written Treasurer's Report, including an annual financial statement, for the Annual Meeting and shall perform such other duties as may be assigned by the President or the Board of Directors.

7.10 EXECUTIVE DIRECTOR

The Executive Director shall be appointed by the Board of Directors and shall hold office at the discretion of the Board or until a successor shall have been appointed. Under the direction of the President and the Board of Directors, the Executive Director shall be the Executive Officer responsible for the management of the Association, including the development of the budget.

7.11 ADVISING PAST PRESIDENT

The President of the Association shall, upon accession of a properly elected successor to the office of President, automatically be accorded the position of Advising Past President, with the assent of the Board. Should the Board of Directors not assent, this position shall remain vacant until the year following. The office of Advising Past President may be held singly, or may be combined with other elected positions. The Advising Past President shall help ensure continuity of operations, but shall have no other formal duties.

8.0 COMMITTEES

8.1 EXECUTIVE COMMITTEE

The Executive Committee shall be governed by the provisions of §6.9.

8.2 NOMINATING COMMITTEE

The President shall appoint a nominating committee comprised of not fewer than two past presidents (as available) and such other individuals as the President may designate provided however that there shall be no more than one representative from any one Chapter on the nominating committee.

Following the selection of directors by the Chapters (see §6.2) and prior to the annual meeting of the Board of Directors then in office, the nominating committee shall prepare a list of nominees for all officers of the Association.

8.3 MEMBERSHIP COMMITTEE

The Membership Committee shall be selected by the President, who shall designate the Chairman of such committee.

8.4 OTHER COMMITTEES

There shall be such other committees as may be required by these Bylaws or as may from time to time be designated by the Board of Directors. The chairman of each committee shall be designated by the President. Any committee chairman may be replaced by the Board of Directors.

9.0 FINANCIAL MATTERS

9.1 DUES

- 9.1.1 Establishment of State Dues: The proposed State budget for the succeeding Fiscal Year shall be prepared by the Board of Directors in advance of the Annual Meeting. The dues for each Member shall be apportioned to balance the proposed budget.
- 9.1.2 Approval of Budget: The proposed budget shall be submitted to the membership at the Annual meeting. If there is no quorum, or if the membership does not approve such budget, the proposed budget shall be submitted to a mail ballot. In the event the budget is not approved for any reason whatsoever, the previous year's budget shall be used to compute the dues for the next year.
- 9.1.3 Payment of Dues and Special Assessments: Dues shall be collected no later than September 1st of each year. When collected by the Chapter, the State and National portion shall be forwarded to the Association by September 5th. Special assessments shall be payable in full within 30 days of the sending of the invoice.
- 9.1.4. Affiliate Member Dues Affiliate Member dues will be set at \$250 for firms with less than 10 employees and \$500 for firms with 10 or more employees.

9.2 ASSESSMENTS

- 9.2.1 By Action of Membership An assessment shall be due and payable at such time and in such amounts as is authorized and approved by a majority of the votes cast at any Membership Meeting, provided the Board of Directors has determined prior to such meeting that the financial condition of the Council warrants an assessment or that the same is warranted because additional funds are required for some special purpose or project consistent with the Association's purposes. It is further provided that the notice of such Membership Meeting shall set forth the reason, amount and due date of the proposed assessment recommended and previously determined to be warranted by the Board of Directors. In the absence of a meeting or the failure to obtain a quorum at such meeting, a mail ballot shall be utilized.
- 9.2.2 By Action of the Board of Directors Alone a special assessment may be levied by the Board of Directors if it has determined, by the affirmative vote of three-fourths of the entire Board of Directors, that as a consequence of some situation which cannot reasonably have been anticipated, the financial condition of the Council absolutely requires such an assessment.
- 9.2.3 Computation of Special Assessment Each Member's share of such assessment shall be computed in the manner described in §9.1.1.

9.3 NCSEA DUES

So long as the Association continues to collect, from its Members, dues and assessments payable to the NCSEA, said dues shall be payable in the same manner as is set forth in § 9.1.3 with respect to annual dues and shall be considered an indebtedness to the NCSEA.

9.4 CHAPTER DUES

Separate or additional Chapter dues, if any, shall not be established unless expressly approved by the Board, or by the Association.

9.5 BANKING

- 9.5.1 Bank Accounts All funds of the Association shall be deposited to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.
- 9.5.2 Checks All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors.

9.6 BOOKS AND RECORDS

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Members and Board of Directors, and the names and addresses of the members.

All books and records of the Council may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

10.0 AMENDMENT OR REPEAL OF BYLAWS

10.1 BY DIRECTORS

The Board of Directors, by a two-thirds vote of the entire Board of Directors, shall have the authority to adopt, amend or repeal any bylaw provision. Any change adopted by the Board shall be submitted to the membership within 30 days of enactment.

10.2 BY MEMBERS

The provisions of these bylaws or any change adopted by the Board of Directors in accordance

with §10.1 may be amended, added to, repealed or otherwise changed by a mail ballot or at any meeting of the membership, at which there is a quorum, by the affirmative vote of two-thirds of the votes cast thereat, provided that the nature of any such proposed change be contained in the notice of any such meeting. In the event there is not a quorum at such meeting the changes shall be submitted to the membership by mail ballot.

11.0 MISCELLANEOUS

11.1 GENDER AND NUMBER REFERENCES

Whenever the text of these bylaws shall require, the use of the male pronouns he or his shall include such appropriate female pronouns she and her, and the use of the singular number shall include such appropriate plural number.

11.2 HEADINGS

Section headings are employed in the bylaws for reference purposes only and shall not affect the interpretation or meaning of the bylaws.