

**BYLAWS OF THE
NEW MEXICO STRUCTURAL ENGINEERS ASSOCIATION**

REVISED: 3/25/2026

ARTICLE I

THE ASSOCIATION

SECTION 1: The name of this Association shall be the "New Mexico Structural Engineers Association". The permissible abbreviation is SEANM.

SECTION 2: The office of the Association shall be located at a location as directed by the Board of Directors.

SECTION 3: This Association is intended to be a non-profit organization established to pursue the common interest of its membership who practice structural engineering in the State of New Mexico as hereinafter provided. Specific interests include:

- (a) To advance the technical practice of structural engineering through meetings, seminars, and education programs.
- (b) To improve the professional and administrative practices of structural engineering consultants and practitioners.
- (c) To establish a network among the members of the Association, and to communicate information of common interests to structural professionals.
- (d) To cultivate social contacts within its membership, and by closer association and a better mutual understanding, discourage unethical and detrimental practices, and to act collectively to benefit the structural profession.
- (e) To serve the public; to encourage the pursuit of excellence in the practice of structural engineering, and to maintain the honor and dignity of the profession.
- (g) To serve as consultant to the public on matters pertaining to structural engineering and design guidelines.
- (h) The organization is organized exclusively for charitable, religious, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- (i) Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE II

MEMBERSHIP

SECTION 1: Members: Individuals who are licensed professional engineers in good standing and practice structural engineering shall be admitted as Members of the New Mexico Structural Engineers Association upon application, approval, and collection of dues.

- (a) Member applications shall be processed by the State Director of the Association.
- (b) Members have full voting privileges in Board of Director Elections and for specific matters presented by the Board of Directors to the Members for voting.

SECTION 2: Associate Members: Individuals, who practice structural engineering and who are not otherwise eligible for membership, and others sharing an interest in the activities of structural engineers and this Association may, upon application, approval, and collection of applicable dues become participants in the Association.

- (a) Associate Member applications shall be reviewed and processed by the State Director of the Association.
- (b) Associate Members shall neither have voting privileges nor be eligible for election as an Officer or Director of the Association.

SECTION 3: Student Members: Individuals who are attending a place of education on a full-time basis and are interested in the pursuit of structural engineering may, upon application, approval and collection of applicable dues become participants in the Association.

SECTION 4: Lifetime Members: Members recognized by the organization for their outstanding contributions.

- (a) Lifetime members are exempt from paying dues for as long as they choose to be members of the organization.
- (b) Lifetime members are required to fill out a membership application on a yearly basis in order for their membership to remain active.

ARTICLE III

REMOVAL AND SUSPENSION

SECTION 1: Removal of Members: Members that no longer meet the requirements of Article II, Section 1 shall be removed from Membership grade. The removed Member may apply for Associate Member status if the removal was for circumstances other than delinquency of dues or misconduct. Delinquent Members may apply for reinstatement upon payment of all deficit dues.

SECTION 2: Members, Associate Members, and Student Members are subject to suspension or removal for activity blatantly and knowingly contrary to the purpose of this Association by petition of at least two Members. The Board of Directors shall consider each petition, and if the circumstances warrant, notify the individual concerned, and offer the individual the opportunity to defend himself or herself against the claim at a subsequent Board of Directors Meeting. After such a hearing, or the rejection of the offer to attend the hearing, the Board of Directors shall vote on the petition. Suspension or removal of any member shall be by majority vote of the Board of Directors.

SECTION 3: A Member removed from membership shall not be entitled to reinstatement unless the Board of Directors, by a majority vote, decides that circumstances favor such.

SECTION 4: Any Member may resign his or her membership in the Association by written communication to the Board of Directors.

SECTION 5: Removal of Board Members

Any Board Member may be subject to removal if they fail to fulfill their prescribed duties or act in a manner inconsistent with the best interests of the Association. Removal proceedings may be initiated by any of the Board of Directors, who must present their concerns during a Board of Directors meeting.

a. Investigation: Upon receipt of a formal complaint against a Board Member, the Board of Directors shall conduct a thorough investigation to assess the validity of the claims. The accused Board Member shall be given the opportunity to respond to the allegations during this process.

b. Voting: Following the investigation, a special meeting shall be convened where all Board Members, excluding the one in question, shall vote on whether to remove the individual from their position.

c. Majority Decision: The removal of a Board Member shall require a majority vote from the remaining Board members. In the case of a tie, the Delegate shall cast the deciding vote.

d. Replacement: If a Board Member is removed, the Board of Directors shall elect a replacement to fulfill the remaining term, adhering to the election process.

The provision for removing Board Members ensures accountability and maintains the integrity of the Association's leadership, fostering an environment conducive to its growth and success.

ARTICLE IV

DUES AND FINANCIAL ACCOUNTING

SECTION 1: Application fees for all grades of membership of this Association will be set by the Board of Directors.

SECTION 2: The annual dues for all grades of membership of this Association will be set by the Board of Directors, and shall be paid in advance.

SECTION 3: Any member whose Association dues are more than three months in arrears shall be suspended and thereby shall forfeit all privileges of membership. However, the Board of Directors, at its discretion, may extend the time of payment and privileges.

SECTION 4: The Board of Directors, at its discretion, may remit part or all of the dues of any member.

SECTION 5: Any additional monies required to carry on the activities of the Association may be raised through assessments. Any assessment levied by the Board of Directors shall be referred to the members by a written ballot by email. If two-thirds of the voting membership are in favor, provided at least 50% of the Members vote, the assessment shall be declared.

SECTION 6: The fiscal year shall begin July 1 and end June 30.

SECTION 7: The Association shall engage the services of a third-party accounting firm, CPA, or EA to formally handle all finances for the life of the Association until its dissolution. The Past-President shall serve as the liaison between the Association and the referenced third-party. Said third-party shall work in conjunction with the Past-President to ensure all treasurer duties of the Past-President, as outlined in Article VI Section 3 herein, are adequately met. Any amendment to this stipulation shall require 100% voting Board Member approval.

SECTION 8: The Past President, in conjunction with the third-party outlined in Article IV Section 7, shall submit a budget for the upcoming year to the Board of Directors on or before June 30 each year and the budget, as approved by the Board, shall be recorded by September 1.

SECTION 9: The Past President, in conjunction with the third-party outlined in Article IV Section 7, shall present a monthly financial report to be reviewed and approved by the Board. The financial report shall include the most recent bank and financial account statements for review.

SECTION 10: At the end of the fiscal year, a financial report, corresponding in form to the approved budget and indicating all fiscal income and expenditures of the immediate past fiscal year, shall be recorded by September 1 of the following fiscal year by the outgoing Past President.

SECTION 11: Finances and costs outside of standard operating costs that were approved as part of the Annual Budget or approved as part of the Annual Conference Budget need to be presented with relevant documentation to the Board of Directors for a verbal vote at a Board of Directors meeting or a written vote by email. A majority verbal or written vote is required before reimbursement can be disbursed.

SECTION 12: At the end of the fiscal year, the title of "Registered Agent" for the Corporation shall be transferred from the outgoing Past President to the incoming Past President and shall be recorded by September 1 of the following fiscal year. The Board of Directors shall engage the services of a third-party as outlined in Article IV Section 7 to facilitate this transfer. Any amendment to this stipulation shall require 100% voting Board Member approval.

ARTICLE V

BOARD OF DIRECTORS

SECTION 1: The powers of the Association shall be exercised, its property controlled, and its affairs conducted by the Board of Directors, except as limited by these bylaws.

SECTION 2: The Board of Directors shall, at a minimum, be composed of a President, Past President, Vice President, Secretary, State Director, and Delegate. The Board of Directors shall be selected by a majority of the voting membership.

SECTION 3: The Board of Directors of the Association shall consist of at least six persons, all of whom shall be Members as described in Article II, Section 1. The Board of Directors of the Association shall consist of at least five voting members.

SECTION 4: The term of office for Directors shall be one year.

SECTION 5: The election of Directors shall be as set forth in Article VII.

SECTION 6: Terms of office shall commence after Board Elections during the Annual Meeting (i.e.: Annual Conference), except in the case of appointments to unexpired terms as noted

hereafter. In the occurrence of an Annual Meeting not being held, terms of office shall commence on July 1.

SECTION 7: A vacancy in any Director position caused by death, disability, or resignation shall be filled by nomination by the President and approved by the Board of Directors, and the appointee shall hold office for the remainder of the term.

SECTION 8: The voting members of the Board of Directors are permitted to nominate up to three individuals as non-voting constituents. Said constituents shall be active Members or Associate Members of the Association. Approval of any constituent will require 80% approval of voting Board members. Each constituent shall be an active member of an SEANM committee as outlined in Article X, herein.

ARTICLE VI

DUTIES OF BOARD OF DIRECTORS

SECTION 1: The roles and obligations of each office position are as outlined herein. It is incumbent on each Member of the Board of Directors to fulfill their roles and obligations, at a minimum, or be subject to removal as outlined in Article III.

SECTION 2: The Powers and Duties of the President:

- (a) The President shall be the chief governing officer and shall be the Chairperson at all meetings of the Association and of the Board of Directors.
- (b) The President shall serve as spokesperson for the Board of Directors.
- (c) The President may make disbursements on behalf of the Association, and is accountable to the Past President and the remaining Board of Directors.
- (d) The President will assist the Past President in developing and maintaining an annual budget.
- (e) In the circumstance that the Delegate is unable to attend the NCSEA conference and/or the Delegate meeting, the President will be the voting representative unless another representative is appointed by the Delegate.
- (f) The President is a voting Board Member.
- (g) The President sets the Board Member meeting agenda.
- (h) The President acts as a Parliamentarian to conduct Board Member voting.
- (i) The duties of the President include planning, coordination, and facilitation of the Annual Meeting (aka: Annual Conference). The President shall research and select the venue(s), presenters and presentation topics.
- (j) The Board of Directors will be allowed to veto any presenter or presentation topic selected by the President with an open discussion at a Board of Director Meeting and a majority vote of the Directors.
- (k) The President shall develop and maintain a budget for the Annual Conference. The President shall present the budget to the Board of Directors for review and approval. The President may act within the approved Annual Conference Budget without requesting additional reimbursement from the Board. Any finances

outside of the approved budget either in scope or value may be reimbursed per Article IV.

- (l) In the event that the office of the Past President is vacated, as herein provided, the President shall fulfill the duties of the Past President, for the duration of the Past President term or until a replacement is appointed.

SECTION 3: The Powers and Duties of the Past President:

- (a) The Past President shall fulfill the duties of the Chairperson in the absence of the President.
- (b) In the event that the office of the President is vacated, as herein provided, the Past President shall fulfill the duties of the President, and appoint with approval of the Board, another Director to fulfill the duties of the President, for the remainder of the term.
- (c) The Past President is a voting Board Member.
- (d) The Past President shall act as the Treasurer of the Organization. As such, the Past President shall be custodian of all funders and financial records of the Association. The Past President may make disbursements on behalf of the Association, and shall be accountable to the Board of Directors.
- (e) The Past President shall pay the Association's bills and deposit the funds of the Association.
- (f) Budgeting: In conjunction with the President, the Past President shall develop and maintain an annual budget in collaboration with other Board members, providing accurate financial projections to guide the Association's activities and expenses.
- (g) Accounting: In conjunction with the third party accounting entity as outlined in Article IV, the Past President shall ensure accurate and up-to-date financial records, including income, expenses, assets, and liabilities. The Past President shall ensure all financial transactions are properly recorded and documented.
- (h) Financial Reporting: In conjunction with the third party accounting entity as outlined in Article IV, the Past President shall prepare regular financial reports, summarizing the Association's financial performance, and present them to the Board of Directors during scheduled meetings. These reports shall provide transparency and facilitate informed decision-making.
- (i) Non-Profit Status Maintenance: In conjunction with the third party accounting entity as outlined in Article IV, the Past President shall ensure compliance with all regulations and requirements to maintain the Association's non-profit status. This includes fulfilling reporting obligations to relevant government agencies and adhering to tax-exempt guidelines.
- (j) State and Federal Tax Filing: In conjunction with the third party accounting entity as outlined in Article IV, the Past President shall oversee the timely and accurate filing of all state and federal tax returns. Comply with tax laws and keep abreast of any changes that may impact the Association's tax status.

- (k) Oversight: The President has direct oversight in the treasurer duties of the Past President. If the President does not feel the Past President is fulfilling their treasurer duties, the President may initiate removal procedures per Article III.
- (l) Registered Agent: The Past President shall serve as the Registered Agent of the Corporation for the Association.

SECTION 4: The Powers and Duties of the Vice President:

- (a) The Vice President shall arrange activities and speakers for all general membership meetings. The speakers chosen and the topics selected by the Vice President shall align with the objectives and mission of the organization. The Vice President shall present the proposed meeting topics to the Board of Directors for their review. No presentation shall benefit a company. The Board will be allowed to veto any presenter or presentation topic selected by the Vice President with an open discussion at the Board Meeting and a majority vote of the Directors.
- (b) The Vice President shall assist the President and Past President as required for operation of the Association.
- (c) The Vice President is a voting Board Member.
- (d) The Vice President coordinates marketing and assists with the Organization's website.

SECTION 5: The Powers and Duties of the Secretary:

- (a) The Secretary shall keep an accurate record of all meetings of the Association and of the Board of Directors. A copy of such minutes shall be preserved in the Board's Cloud storage service.
- (b) The Secretary is a voting Board Member.
- (c) The Secretary is the Organization's Correspondence Officer.
- (d) The Secretary shall preserve the Bylaws, membership lists and all other Association records and have charge of communication and notices to members.
- (e) The Secretary shall assist the President and Past President as required for operation of the Association.

SECTION 6: The Powers and Duties of the State Director:

- (a) The State Director shall report the efforts of all SEANM committee efforts to the Board.
- (b) The State Director is responsible for maintaining the Membership lists and communicating with the National Board regarding the Members.
- (c) The State Director is responsible for approving all new members on the Organization's website and reviewing all membership applications and/or membership level renewals.
- (d) The State Director is a voting Board Member.

- (e) The State Director shall assist the President and Past President as required for operation of the Association.

SECTION 7: The Powers and Duties of the Delegate:

- (a) The Delegate shall represent the Association at the National Council of Structural Engineers Association's annual conference and annual Delegate Meeting. The Delegate shall provide a written summary of events for the Association's records.
- (b) The Delegate is the voting delegate for NCSEA. In the circumstance that the Delegate and President are unable to attend the NCSEA conference and/or Delegate meeting, the Delegate will appoint a voting delegate to attend.
- (c) The Delegate is a non-voting Board Member.
- (d) The Delegate shall assist the President and Past President as required for operation of the Association.

SECTION 8: The Board of Directors shall appoint all committees and each committee shall have a Director as chair. The Board shall prepare and maintain appropriate forms of application for membership in the Association.

ARTICLE VII

NOMINATIONS AND ELECTION OF DIRECTORS

SECTION 1: The Board of Directors shall select a nominee for each expiring position of Director, and publish the nominations to the membership by March 15. The Board of Directors shall nominate the incumbent Vice President as the upcoming President, the incumbent Secretary as the upcoming Vice President, and the incumbent State Director as the upcoming Secretary. The incumbent President shall fill the position of Past President. The incumbent Past President shall fill the position of the Delegate. Additional nominations may be submitted in writing by the membership signed by no fewer than three Members, one month prior to voting. The upcoming State Director will be nominated by the membership.

SECTION 2: The Board's nominees and any additional nominees shall be submitted to the membership for consideration, one month prior to voting. Voting shall be by a show of hands at the Annual Meeting.

SECTION 3: Those attaining the highest number of votes shall fill the Director vacancies. Ties for any vacant position shall be immediately decided by a simple majority hand vote of the incumbent Board of Directors.

SECTION 4: In the event a candidate receiving a majority of the votes is unable to take office, the office shall be filled as outlined in Article V; Section 7.

ARTICLE VIII

VOTING

SECTION 1: Eligible voters must be Members in good standing.

SECTION 2: Each Member in good standing shall have one vote.

SECTION 3: A majority vote of voting Members shall be sufficient to take any action except as otherwise provided or limited by the Bylaws.

ARTICLE IX

MEETINGS AND QUORUMS

SECTION 1: Regular meetings shall be held at times and places hereafter determined by the President, with the approval of the Board of Directors. Special meetings may be held either at the call of the President, or of three other Members of the Board of Directors.

SECTION 2: An Annual Meeting shall be held in August of each year. Notice shall be given to the membership at least thirty days in advance.

SECTION 3: A Board of Directors meeting within two weeks after the Annual Meeting shall be held. The agenda of said meeting, at a minimum, shall require the review and written confirmation of understanding of the Bylaws contained herein by all Board Members. Said meeting shall outline transfer of roles and obligations for each office, in particular all formal documentation needing to be filed per Article IV.

SECTION 4: Quorums:

- (a) Representation by Members in good standing shall constitute a quorum at any meeting of this Association.
- (b) Three of the voting Members of the Board of Directors shall constitute a quorum of the Board.
- (c) A majority shall constitute a quorum of all committees.

ARTICLE X

STANDING COMMITTEES

SECTION 1: The Association's Standing Committees shall consist of the following:

- (a) Young Members Group Committee

SECTION 2: Young Members Group Committee:

SEANM shall establish and maintain a Young Members Group Committee to engage and empower young members within the organization. The primary purpose of the Committee is to foster professional development, networking opportunities, and active involvement of young members in SEANM activities.

- (a) Committee Membership
 - (i) The Committee shall consist of a diverse group of young members, aged 36 or less, representing various disciplines and backgrounds within SEANM.
 - (ii) The Committee members shall be approved by the Board of Directors, and their term of service shall be one year, at a minimum.
 - (iii) The Board shall designate a Committee Chairperson from among the members to lead and coordinate the Committee's initiatives.

- (b) Responsibilities and Initiatives
 - (i) The Committee shall develop and implement programs and initiatives tailored to the needs and interests of young members, including but not limited to workshops, mentorship programs, career development sessions, and social events.
 - (ii) The Committee shall collaborate with other SEANM committees and task forces to promote intergenerational communication and knowledge sharing.
 - (iii) The Committee shall actively engage with young members to understand their expectations, challenges, and aspirations within the organization, and communicate their feedback and suggestions to the Board of Directors.
- (c) Budget Allocation:
 - (i) The Board of Directors shall allocate a specific budget for the Committee's activities and initiatives, subject to the annual budget allowance.
 - (ii) The Committee Chairperson, in coordination with the Past President, shall be responsible for managing the allocated budget and ensuring transparent and responsible use of funds for approved activities.
- (d) Reporting
 - (i) The Committee Chairperson shall provide regular updates and progress reports on the Committee's initiatives during Board of Director meetings.
 - (ii) An annual report summarizing the Committee's accomplishments, challenges, and recommendations shall be presented to the Board of Directors at the end of each fiscal year.
- (e) Amendments
 - (i) Any modifications to the Young Members Group Committee's structure, responsibilities, or budget allocation shall be proposed by the Committee and approved by the Board of Directors.
 - (ii) In the event of the Committee's dissolution, its remaining budget and assets shall be transferred to the general funds of SEANM for future use as determined by the Board of Directors.

SECTION 3: The Board of Directors are empowered to appoint special committees as deemed necessary to further the advancement of the Association's objectives and initiatives. These special committees shall be created on an ad-hoc basis and shall serve specific purposes and durations as determined by the Board. The responsibilities, composition, and scope of each special committee shall be defined at the time of its establishment. These committees shall operate in accordance with the Association's Bylaws and shall be subject to the oversight and guidance of the Board of Directors.

Note: Each Standing Committee shall function in accordance with the Association's Bylaws and any applicable rules and regulations governing their activities and decision-making processes.

ARTICLE XI

END OF YEAR GIFTS

SECTION 1: Within the annual budget allowance, holiday and end-of-year gifts may be provided to Directors based on their active participation in the Association's activities. The specific criteria

for eligibility and the types of gifts shall be determined by the Board of Directors. The provision of gifts shall aim to recognize and appreciate the valuable contributions of participants that further advance the organization and foster a spirit of engagement and involvement. Any modifications to the gift-giving policy shall be made in accordance with the rules and regulations outlined in the Association's Bylaws.

ARTICLE XII

AMENDMENTS

SECTION 1: These bylaws may be repealed or amended by an eighty- percent vote of the Board of Directors at any Board meeting unless specifically noted otherwise herein.

SECTION 2: Bylaw changes or additions may be initiated by a petition signed by at least three Members, or by the Board of Directors.

For and on behalf of the New Mexico Structural Engineers Association,

Lucas Guaderrama

03/25/2026

David Vasquez

03/25/2026

President

Date

Secretary

Date