

**BYLAWS
OF
STRUCTURAL ENGINEERS ASSOCIATION OF NEBRASKA**

Article I. ORGANIZATION OBJECTIVES AND OFFICES

Section 1.01 Name of Organization.

The name of the organization shall be Structural Engineers Association of Nebraska, abbreviated as SEAPON, herein referred to as the Corporation.

Section 1.02 Purposes and Objectives.

SEAPON is established for the following purposes and objectives:

- a) To advance and promote the art and science of Structural Engineering.
- b) To provide a forum for Structural Engineers to exchange ideas, experience and knowledge.
- c) To provide a social forum where members can meet one another and share ideas and experiences.
- d) To educate the public about the practice of Structural Engineering.
- e) To encourage Structural Engineers to maintain strict ethical standards in their professional practice.
- f) To represent Nebraska Structural Engineers on a state and national basis.
- g) To enhance the quality of services provided by the profession and promote excellence in the practice of Structural Engineering.
- h) To encourage excellence in engineering education.
- i) To promote uniformity of action upon the general principles herein set forth, and upon such policies as may be decided upon from time to time for the good of the profession and the public.

Section 1.03 Principal Office.

The principal office of the Corporation shall be located at any place either within or outside the State of Nebraska as designated in the Corporation's most current Annual Report filed with the Secretary of the State of Nebraska. The Corporation shall have such other offices, either within or without the State of Nebraska, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

Section 1.04 Registered Office.

The registered office of the Corporation shall be located within Nebraska and may be, but need not be, identical with the principal office (if located within the State of Nebraska). The address of the registered office may be changed from time to time.

Article II. MEMBERSHIP

Section 2.01 Classes Grades of Membership.

Membership in the Corporation may be held by individuals only, and shall consist of the following grades: Professional Member, Associate Member, Affiliate Member, Life Member, Honorary Member and Student Member.

Section 2.02 Qualification for the "Professional Member" Grade.

A member of the Professional Member Grade shall be actively engaged in the practice of Structural Engineering as his/her primary profession, and be a licensed or registered Professional Engineer. A member of the Professional Member Grade shall have full voting rights and shall be entitled to hold an elected Board of Directors position.

Section. 2.03 Qualification for "Associate Member" Grade.

A member of the Associate Member Grade shall be subject to the same qualifications as the Professional Member Class, except that the individual need not be a licensed or registered Professional Engineer. The Corporation strongly encourages all individuals engaged in the practice of structural engineering to be either a licensed or registered Professional Engineer. Members of the Associate Member Grade shall have full voting rights; however, they may not be elected to a Board of Directors position.

Section. 2.04 Qualification for the "Affiliate Member" Grade.

A member of the Affiliate Member Grade shall be those individuals who, in the opinion of the Board of Directors, may be qualified to assist the Corporation in the advancement of the profession. An Affiliate Grade Member shall not have voting rights and may not hold an elected position.

Section. 2.05 Qualification for the "Life Member" Grade.

A member of the Life Membership Grade shall be so designated by the Board of Directors of the Corporation and shall be a person who has been a member of the "Professional Member Class" in good standing for a minimum of ten (10) years and has retired from active practice of structural engineering. A member of the Life Member Grade shall retain the status of a Professional Member, together with all of its rights and privileges, and in addition, is entitled to the designation of Life Member.

Section. 2.06 Qualification for "Honorary Member" Grade.

A member of the Honorary Member Grade shall be a person who has been appointed as an Honorary Member by the Board of Directors, and who has been active in the profession of structural engineering for 25 years and who, in the opinion of the Board of Directors, contributed outstanding service to the profession of structural engineering and the Corporation, or an individual who has renowned experience in some branch of engineering or science closely related to structural engineering. Members of the Honorary Member Grade shall not have voting rights and shall not be entitled to an elected position.

Section. 2.07 Qualification for Membership in the "Student Member" Grade.

A member of the Student Member Grade shall be a person pursuing a degree course in structural, civil or architectural engineering and enrolled in at least nine (9) credit hours. A member of the Student Member Grade shall not have voting rights and shall not be entitled to an elected position.

Section 2.08 Membership.

- 1) Members in good standing shall be those whose dues are current and who abide by the Articles of Incorporation, Bylaws and resolutions as may be established by the Board of Directors or the members.
- 2) Members cease to be members in good standing upon failure of payment of dues or assessments in a timely manner.
- 3) A member may resign his/her membership by giving written notice to the Secretary of the Corporation and unless specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- 4) The Board of Directors shall consider proceedings toward the expulsion of any Member:
 - a) Found guilty of unprofessional conduct in the practice of Professional Engineering.
 - b) Upon information coming to its notice that the Member has acted in a manner derogatory of the engineering profession.
 - c) Upon the written request of five (5) or more Members that a Member be expelled for cause set forth.

The Board of Directors shall consider each case and if the circumstances appear to warrant further action, it shall advise the accused of the accusations against him/her who may, if he/she so desires, present a defense either in person or in writing, which shall be considered for final action at a meeting of the Board of Directors of which the accused shall receive due notice.

No Member shall be expelled except by an affirmative vote of two-thirds of the entire Board of Directors. Should a member be expelled from the Corporation, he/she shall not again be entitled to membership, unless the Board of Directors decides that extenuating circumstances and/or subsequent record may favor an applicant for readmission.

Section 2.09 Dues and Assessments.

- 1) Dues shall be set annually at the discretion of the Board of Directors.
- 2) New Members joining between September 1 and March 1 shall pay full dues. Members joining between March 1 and August 31 shall pay fifty percent (50%) of dues for remainder of fiscal year.
- 3) The Board of Directors at its discretion may remit part or all of the dues of any Member or extend the time of payment of same.
- 4) Any additional money required to carry on the activities of the Corporation shall be raised through assessments. Any assessments levied by the Board of Directors shall be referred to the Members by a letter ballot. A two-thirds majority approval by those voting, provided at least fifty percent (50%) of the Members vote, shall be required to approve the assessment.

Section 2.10 Meetings.

Meetings of the members may be held either within or outside the State of Nebraska – At least one meeting of the members shall be held each year. Regular meetings shall be scheduled by the Board of Directors.

Section 2.11 Annual Meeting.

The annual meeting of the members shall be held at such time as the members or the Board of Directors shall determine.

Section 2.12 Special Meetings.

Special meetings may be called by the President of this Corporation, the Board of Directors or upon the request of the members.

Section 2.13 Notice of Meetings.

A written or printed notice, stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered either personally, by mail, by electronic mail or by facsimile by the Secretary of the Corporation or as designated by the Board of Directors, to the members at such address as appears upon the records of the Corporation, not less than ten (10) nor more than fifty (50) days before the date of the meeting. If mailed, such notice shall be deemed to be delivered when deposited in a mail receptacle maintained by the United States Postal Service, with postage thereon prepaid. If notice is given by facsimile or electronic mail, such notice shall be deemed to be delivered when the facsimile or electronic mail is sent.

Section 2.14 Waiver of Notice. Whenever any notice is required to be given to the members under the Articles of Incorporation, or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

Section 2.15 Written Consent.

Any action required or permitted by law to be taken at an annual or special meeting of the members also may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by the members. Such consent shall have the same force and effect as a vote of the members for all purposes.

Section 2.16 Powers, Duties and Rights.

In addition to all the rights and powers granted by law with respect to the governance of this Corporation, the members shall have the right to:

- a) Initiate and approve any amendments to the Articles of Incorporation or Bylaws of the Corporation.
- b) Initiate and approve joint ventures in which Corporation proposes to participate, pursuant to guidelines established from time to time by the members.
- c) Approve and remove, with or without cause, all members of the Board of Directors.
- d) Appoint and terminate, with or without cause, the President of Corporation except as such power is delegated in the Articles of Incorporation or the Bylaws, and approve and remove all other officers.

- e) Initiate and approve the sale, lease, exchange, mortgage, pledge or other disposition of all or substantially all of the property of Corporation,
- f) Initiate and approve the dissolution, liquidation, merger or consolidation of Corporation.
- g) Initiate and approve the incorporation or dissolution of affiliated entities of Corporation.

Section 2.17 Member Voting.

- 1) The slate of Officers and Board of Directors shall be sent by mail to the membership no later than thirty (30) days prior to the Annual Meeting. Ballots for Officers and Board of Directors shall be presented to the members at the Annual Meeting.
- 2) Officers and Board of Directors shall be elected at the Annual Meeting by a simple majority of the votes cast. The Secretary of the Corporation, with the witness of at least two (2) other members, shall count the ballots and report the results to the Officers and the Board of Directors.
- 3) In the event of a tie between two candidates, the Board of Directors shall immediately cast ballots to select one of the candidates.
- 4) The results of the ballot will be announced at the Annual Meeting and published in the next publication issued by the Board of Directors.

Article III. BOARD OF DIRECTORS

Section 3.01 General Powers.

The Board of Directors shall manage the affairs of the Corporation.

Section 3.02 Number, Tenure and Qualifications.

The Board of Directors shall consist of the Officers plus no less than three (3) and no more than fifteen (15) Directors. Each Director shall hold office for a term of two (2) years and until his/her successor shall have been elected and qualified. Directors' terms shall be staggered. The following qualifications shall be applicable to the Directors:

(a) A Director shall be either a Professional or Life Member of the Corporation at the time of his or her election.

(b) A Director shall have an interest in general community affairs and in the advancement of the profession of structural engineering and be willing to devote time and effort to the Board in directing the development of the Corporation and its purposes.

Section 3.03 Elections.

The members shall elect individuals to serve on the Board of Directors. Nominations for Officers or Board Members may be made by the Board of Directors or by written petition signed by at least five (5) Members. Petitions of nominations shall be submitted to the Board of Directors on or before the Annual Board of Director's meeting. The Board shall present a slate of nominees and their credentials to the members for approval. The members may reject any nominee or nominate individuals directly to the Board of Directors, or request additional nominees. The members shall give written notice of such actions to the President of the Corporation. The initial Board of Directors of the Corporation and their initial terms are set forth in Appendix "A," attached hereto and made a part hereof.

Section 3.04 Regular Meetings.

The annual meeting of the Board shall be held on any business day of each year at a time established by the Board of Directors. The purpose of the annual meeting shall be for the nomination of

Members to the Officer positions and the Board of Directors of the Corporation and the transaction of business of the Corporation. The Board of Directors shall meet not less than quarterly at such time and place as shall be specified in a notice of meeting sent pursuant to Section 3.06 hereof; provided, however, that the Board of Directors may provide by resolution the time and place, either within or outside the State of Nebraska, for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 3.05 Special Meetings.

Special meetings of the Board of Directors may be called by or at the request of the President or any three (3) Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or outside the State of Nebraska, as the place for holding any special meeting of the Board called by them.

Section 3.06 Notice.

Notice of any meeting of the Board of Directors shall be given by written notice delivered personally or sent by mail, electronic mail or facsimile to each Director at his address as shown by the records of the Corporation. Notice shall be served upon each Director of the Corporation at least three (3) days prior to the date of the meeting. If mailed, such notice shall be deemed to be delivered when deposited in a regularly maintained receptacle of the United States Postal Service addressed to the last known post office address of the Director. If notice is given by facsimile or electronic mail, such notice shall be deemed to be delivered when the facsimile or electronic mail is sent. 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 is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 3.07 Quorum.

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 3.08 Manner of Acting.

(a) Formal Action By Directors. The act of a majority of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

(b) Informal Action By Directors. No action of the Board of Directors shall be valid unless taken at a meeting at which a quorum is present except that any action which may be taken at a meeting of the Board may be taken without a meeting if a consent in writing (setting forth the action so taken) shall be signed by each Director entitled to vote.

(c) Telephonic Meetings. Members of the Board may participate in a meeting through use of a conference telephone or similar communications equipment, so long as all Directors participating in such meeting can hear one another. Participation in a meeting pursuant to this paragraph constitutes presence in person at such meeting.

(d) Deadlock. If the Board of Directors shall become deadlocked on an issue at a Board of Directors meeting in which a quorum is present, such action shall not have the necessary approval of the Board and any such act will be considered invalid until a majority of the Directors at a meeting in which a quorum is present formally agree to such action.

Section 3.09 Resignations and Removal.

Any Director may resign from the Board at any time by giving written notice to the President or the Secretary of the Corporation and unless specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 3.10 Vacancies.

Any vacancy occurring in the Board of Directors shall be filled in the same manner as an original election and in accordance with the qualifications set forth at Section 3.02 hereof. A Director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

Section 3.11 Compensation.

Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

Section 3.12 Attendance.

Directors shall attend at least fifty percent (50%) of all Board meetings and all meetings of any committee of the Board on which a member serves, during any fiscal year. Absence from more than fifty percent (50%) of the meetings of the Board and its committees, unless excused for reasons by the President of the Board of Directors, shall be considered as resignation from the Board of Directors.

Article IV. OFFICERS

Section 4.01 Number, Tenure and Qualifications.

The Officers of the Corporation shall include President, President-Elect, Secretary and Treasurer. The President and President-Elect shall hold office for a term of one (1) year and until his/her successor shall have been elected and qualified. The Secretary and the Treasurer shall hold office for a term of two (2) years. The Secretary's and Treasurer's terms shall be staggered. The following qualifications shall be applicable to the Officers:

(a) An Officer shall be either a Professional or Life Member of the Corporation at the time of his or her election and shall have served on the Board of Directors for a minimum of one (1) year prior to his/her nomination as an Officer.

(b) An Officer shall have an interest in general community affairs and in the advancement of the profession of structural engineering and be willing to devote time and effort to the Board in directing the development of the Corporation and its purposes.

Section 4.02 Additional Officers.

Officers other than those specified by the Bylaws may be elected in accordance with the provisions of this article. The membership may elect or appoint such other officers, on the recommendation of the Board of Directors, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. The initial officers of the Corporation are set forth in Appendix "A."

Section 4.03 Election, Term of Office, Qualifications.

The membership shall elect the officers and Board of Directors of the Corporation annually as specified herein. New offices may be created and filled as recommended by the Board of Directors. Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified.

Section 4.04 Resignations and Removal.

Except with respect to the President or as otherwise provided herein, any officer elected or appointed may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed. Any officer may resign his/her office at any time by providing written notice to the President or the Secretary unless specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4.05 Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, will be filled in the same manner as provided in the case of the original appointment.

Section 4.06 President.

(a) The President of the Corporation shall be the chief governing officer of the Corporation and shall serve as the ~~chief and~~ principal administrative officer of the Corporation and as the direct representative of the Board in the management of the Corporation. His/her duties shall be prescribed and defined by the Board, by such rules and regulations and stated procedures as shall be necessary to insure the proper functioning of the Corporation. The President shall have authority and shall be held responsible for the administration of the Corporation and all of its departments, subject to the policies adopted by the Board.

(b) The duties and authorities of the President shall include the following:

1) To cause to be prepared annually a proposed budget showing the anticipated receipts and expenditures for the ensuing year, such budget to be submitted to the Board of Directors for approval.

2) To supervise the business management of the Corporation, such as recording of financial transactions, collections of accounts, purchase and issue of supplies, and to ensure that all funds are collected and expended to the best possible advantage.

3) To preside over all meetings of the Corporation and the Board of Directors.

4) To submit regularly to the membership, periodic reports showing services and financial activities of the Corporation, to prepare any special reports that may be required by the Board of Directors.

(5) To act as the official spokesperson of the Corporation when the Corporation is called upon to provide a position on an issue, pursuant to the Bylaws and to the Purposes and Objectives of the Corporation.

(6) To represent the Corporation, pursuant to the Bylaws, in related external public forums.

(7) To perform any other related duty that may be necessary in the best interest of the Corporation.

(8) The President may delegate the duties of the President and shall report such delegation to the Board of Directors.

Section 4.07 President-Elect.

(1) The President-Elect shall fulfill the duties of the President in the absence of the later. In the event of the resignation, removal or death of the President, the President-Elect shall succeed the President until the next annual meeting.

(2) The President-Elect has the other powers and shall perform the other duties as the Board of Directors may, from time-to-time, prescribe or as the President may from time-to-time delegate to the President-Elect.

(3) The President-Elect will assume the office of the President at the end of his/her term as President-Elect.

Section 4.08 Secretary.

The Secretary shall keep the minutes of the meetings of the Board of Directors and membership meetings in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the Board of Directors.

Section 4.09 Treasurer.

If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties, as the Board of Directors shall determine. He/she shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the Board of Directors.

Article V. COMMITTEES

Section 5.01 Executive Committee.

The Executive Committee shall consist of the President, the President-Elect, the Secretary and Treasurer of the Corporation. The Executive Committee may act, when immediate action is necessary, and by majority vote of the Executive Committee, for the Board of Directors between regular Board Meetings and will report at the next Board Meeting any such actions that have been taken.

Section 5.02 Other Committees.

Committees may be designated by a resolution adopted by a majority of the Directors present at a Board of Directors meeting at which a quorum is present. Except as otherwise provided in such resolution, the President of the Corporation, with the recommendations of the Board of Directors, shall appoint the members thereof. Members in all Membership Grades are eligible to serve on the Committees of the Corporation. Membership on Committees shall be at the discretion of the Board of Directors. Wherever possible, at least one member of the Board of Directors shall serve on each committee and act as liaison to the Board of Directors for the Committee. The initial Standing Committees of the Corporation shall be as listed in Appendix "B". Additional committees, standing or of definite or indefinite duration, may be formed, as deemed necessary, by the Board of Directors.

Section 5.03 Term of Office.

Each member of a committee shall continue for a period of one (1) year and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof. Members of committees may serve for more than one (1) year as recommended by the President of the Corporation and at the discretion of the Board of Directors.

Section 5.04 Chairman.

One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

Section 5.05 Vacancies.

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 5.06 Quorum.

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 5.07 Rules.

Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

Article VI. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 6.01 Contracts.

The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 6.02 Checks, Drafts, etc.

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 6.03 Deposits.

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 6.04 Gifts.

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

Article VII. CONFLICTS OF INTEREST POLICY

Section 7.01 Purpose.

The purpose of this conflicts of interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or Director of the Corporation. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable corporations.

Section 7.02 Definitions.

(a) Interested Person. Any Director, ~~principal~~ Officer, or member of a committee with Board-delegated powers that has a direct or indirect financial interest, as defined below, is an interested person.

(b) Financial Interest.

(1) A person has a financial interest if the person has, directly or indirectly, through business, investment or family—

(i) An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement, or

(ii) A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or

(iii) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

(2) Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.

(3) A financial interest is not necessarily a conflict of interest. Under Section 7.03(b), a person who has a financial interest may have a conflict of interest only if the appropriate Board or committee decides that a conflict of interest exists.

Section 7.03 Procedures.

(a) **Duty to Disclose.** In connection with any actual or possible conflicts of interest, an interested person must disclose the existence of his or her financial interest and must be given the opportunity to disclose all material facts to the Directors and members of committees with Board-delegated powers considering the proposed transaction or arrangement.

(b) **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.

(c) **Procedures for Addressing the Conflict of Interest**

(1) An interested person may make a presentation at the Board or committee meeting, but after such presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest.

(2) The President or the chairman of the committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(3) After exercising due diligence, the Board or committee shall determine whether the Corporation can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.

(4) If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Corporation's best interest and for its own benefit and whether the transaction is fair and reasonable to the Corporation and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

(d) **Violations of the Conflicts of Interest Policy**

(1) If the Board or committee has reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

(2) If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the Board or committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article VIII. INDEMNIFICATION

Section 8.1 Indemnity.

The Corporation shall indemnify and hold harmless the member, any Director or officer of the Corporation, or former Director or officer of the Corporation who was or is a party to or is threatened to be made a party to, any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative by reason of the fact that such Person is or was a member, a Director or officer of the Corporation, or is or was serving the Corporation with a contractual commitment of indemnification, or is or was serving at the request of the Corporation as a member, manager, director, officer, or agent of another Person, against expenses (including attorneys' fees reasonable for the member's metropolitan area), losses, costs, damages, judgments, fines, and amounts paid in settlement actually and reasonably incurred by that Person in connection with such action, suit, or proceeding if the Person acted in good faith and in a manner the Person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct unlawful; provided, however, the Corporation will not be required to indemnify any Person in respect of any claim, issue, or matter as to which such Person shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to the Corporation unless and only to the extent that the court in which the action or suit was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, the Person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the Person did not act in good faith and in a manner which the Person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

Article IX. FISCAL YEAR

The fiscal year of the Corporation shall begin September 1 and end August 31 of each year.

Article X. SEAL

The Board of Directors may provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words "Corporate Seal State of Nebraska."

Article XI. WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Act or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article XII. AMENDMENTS TO BYLAWS

The Bylaws may be amended at any time in the manner and form provided by the Act as existing at the time of the adoption of these Bylaws or as provided by any other applicable law, by the affirmative vote of a majority of the full Board of Directors at a meeting thereof, which meeting may be an annual, regular or special meeting; provided, however, that a quorum is present at such meeting; and provided further that notice of the proposed alteration or amendment, containing a full and complete statement of the proposed alteration or amendment, shall have been given to the Directors with the notice of the meeting. Furthermore, no such amendment, alteration or repeal shall become effective, unless and until approved by the Member.

Article XIII. GENDER

All pronouns shall be deemed to refer to the masculine, feminine, singular, and plural, as the identity of the person or persons may require.

Executed this 18th day August, 2004.

Gary Krause
President

APPENDIX A
BYLAWS
OF
STRUCTURAL ENGINEERS ASSOCIATION OF NEBRASKA

INITIAL BOARD OF DIRECTIONS

POSITION	DIRECTOR	TERM ENDS
President	Gary Krause	August 2005
President-Elect	Susan Jorgensen	August 2005
Secretary	Shane Hennessey	August 2005
Treasurer	Richard Kotan	August 2006
Director A	Mike Naccarato	August 2005
Director B	Scott Gilliland	August 2005
Director C	Mike Kuhse	August 2005
Director D	Jeff Stevens	August 2006
Director E	Kip Squire	August 2006

APPENDIX B
BYLAWS
OF
STRUCTURAL ENGINEERS ASSOCIATION OF NEBRASKA

INITIAL STANDING COMMITTEES

Programs and Meetings
Membership
Publications
Structural Conference
Professional Practices
Codes and Standards
Public Relations / Publicity