

APPLIED TECHNOLOGY COUNCIL
BYLAWS
(Updated December 15, 2021)

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BYLAWS
OF
APPLIED TECHNOLOGY COUNCIL

I. PRINCIPAL OFFICE

The principal office of the Corporation is located in the City of Redwood City in the County of San Mateo, California. The Members of the Corporation may at any time, or from time to time, change the location of the principal office.

II. MEMBERSHIP

Section 1. Members

A. The "Members of the Corporation" shall consist of fourteen (14) members, nine appointed by Supporting Professional Organizations, and five appointed by the ATC Board of Directors.

B. Supporting Professional Organization Members

1. The Structural Engineers Association of California (SEAOC) with four members, one each appointed by:
 - a. Structural Engineers Association of Central California (SEA OCC)
 - b. Structural Engineers Association of Northern California (SEA ONC)
 - c. Structural Engineers Association of Southern California (SEA OSC)
 - d. Structural Engineers Association of San Diego (SEA OSD)
2. The National Council of Structural Engineers Associations (NCSEA), with three members appointed by the NCSEA Board of Directors.
3. The Structural Engineers Association of New York (SEAoNY), with one member appointed by the SEAoNY Board of Directors.
4. The American Society of Civil Engineers (ASCE), Structural Engineering Institute (SEI), with one member appointed by the SEI Board of Governors.

C. ATC Board-Appointed Members

Five at-large Members appointed by the ATC Board of Directors that represent engineering or other professional organizations not otherwise represented by membership, who are of national stature and well-recognized by the structural engineering community, or who will bring specialized knowledge or strategic expertise to the Corporation.

D. Appointment of Members

The Corporation values diversity in its Members and on its Board of Directors. Appointment of Members shall consider the qualifications of highly experienced individuals with geographic, gender, ethnic, and technical diversity to the maximum extent possible. Appointment of new and replacement Members shall be made through mutual agreement between the Supporting Professional Organization making the appointment and the current Members of the Corporation.

- E. The number of Members and the organizations they represent may be changed by amendment to these Bylaws. No change shall have the effect of removing any Member prior to the end of the Member's term.

Section 2. *Subscribing Members*

The Applied Technology Council will establish a Subscription Program to announce their program and other professional activities, to disseminate publications, to announce seminars and workshops, and to further its role in the transfer of technology and in forming consensus of engineering opinion, as required, to be obtained and presented by a neutral source. Subscriber members may be either individuals or organizations.

The Board of Directors shall determine the benefits and subscription fees to maintain the Subscription Program.

Section 3. *Term of Membership*

- A. The term of membership is three years.

As of December 2021, it is intended that the following schedule be met in the replacement of Members:

In February 2022 and every three years thereafter:

- 1 - Member appointed by SEA OCC
- 1 - Member appointed by SEA OSD
- 1 - Member appointed by the ATC Board (At-Large 1)
- 1 - Member appointed by NCSEA (NCSEA 1)

In February 2023 and every three years thereafter:

- 1 - Member appointed by SEA ONY
- 2 - Members appointed by the ATC Board (At-Large 2, At-Large 3)
- 2 - Members appointed by NCSEA (NCSEA 2, NCSEA 3)

In February 2024 and every three years thereafter:

- 1 - Member appointed by SEA ONC
- 1 - Member appointed by SEA OSC
- 2 - Members appointed by the ATC Board (At-Large 4, At-Large 5)
- 1 - Member appointed by ASCE/SEI

- B. The terms of new Members shall begin immediately following the expiration of the terms of the Members being succeeded, normally at the Annual Meeting of the Members of the Corporation.
- C. Members may be reappointed for additional terms.

Section 4. *Removal and Vacancies*

- A. A Member may be removed at any time by mutual agreement between the Supporting Professional Organization that made the appointment and the current Members of the Corporation.

- B. Vacancies in the membership of the Corporation by virtue of resignation, removal, death, or other reason shall be filled through appointment in accordance with the provisions of Article II, Section 1 of these Bylaws.

The term of a Member appointed to fill a vacancy shall be the unexpired portion of the preceeding Member's term.

III. POWERS, DELEGATION OF POWERS, BOARD OF DIRECTORS

Section 1. Powers of Members

Subject to any limitations contained in the Articles of Incorporation, other sections of these Bylaws, and California law, all powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be controlled by, the Members of the Corporation.

Section 2. Delegation of Powers

Without prejudice to their general powers, Members of the Corporation shall appoint a Board of Directors, and shall delegate to the Board any of the corporate powers delineated in these Bylaws.

The Members shall not, however, delegate the power of Amendment of these Bylaws.

Section 3. Board of Directors

Subject to the limitations set forth in Sections 1 and 2 of this Article, Members of the Corporation shall: (1) appoint a Board of Directors; and (2) shall delegate powers and duties to the Board, in accordance with the following provisions:

- A. The Board of Directors shall be appointed at the Annual Meeting of the Members of the Corporation.
- B. Number of Directors

The Board of Directors shall consist of the following:

1. The fourteen Members of the Corporation as designated in Article II, Section 1; and,
2. The immediate past President of the Corporation, if not currently serving in an appointed term.

Each Director shall have the right to propose, initiate, and otherwise further the transaction of the business of the Board of Directors.

The number of Directors may be changed by Amendment to these Bylaws. No change shall have the effect of removing any Director prior to the end of the Director's term.

C. Terms of Directors

The terms of Directors shall be coincident with their terms as Members of the Corporation.

Directors may be reappointed for additional terms.

D. Removal and Vacancies

Any Member of the Corporation may be removed as a Director only by unanimous vote of the remaining Members.

Vacancies on the Board of Directors by virtue of resignation, removal, death, or other reason shall be filled through appointment of a new Member in accordance with the provisions of Article II, Section 1 of these Bylaws, who will serve as a replacement Director for the unexpired portion of the preceeding Director's term.

Section 4. Powers of the Board of Directors

Subject to the provisions of other sections of these Bylaws, and subject to the delegation of powers by the Members of the Corporation, the Board of Directors' duties and responsibilities shall include, but shall not be limited to, the power to:

- A. Make rules and regulations, establish policies, and manage and conduct the affairs and activities of the Corporation;
- B. Select and remove all agents and employees of the Corporation, prescribe powers and duties for them, fix their compensation, if any, and require from them security for faithful service;
- C. Borrow money and incur indebtedness for the purposes of the Corporation, and cause promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidence of debt and securities to be executed and delivered in the corporate name; and
- D. Perform other duties and responsibilities as may be prescribed by the Members of the Corporation.

IV. OFFICERS, AGENTS, COMMITTEES

Section 1. Officers

The Officers shall include a President, Vice President, Secretary, Treasurer, and such others as the Board of Directors may elect.

Any person, other than the President, may hold more than one of these offices.

All Officers shall be members of the Board of Directors.

Section 2. Election and Removal of Officers

The President, Vice President, Secretary and Treasurer shall be elected by the Board of Directors at its annual Organizational Meeting. The Board may elect other Officers at that meeting, or at any other time.

Election of all Officers shall be by a majority vote of the Board of Directors.

No Officer shall be eligible to serve more than three successive terms in the same office.

Any Officer may be removed from office by a majority vote of the Board of Directors.

Section 3. Vacancies

Except for the President (as provided in Section 4 of this Article), a vacancy in any office because of death, resignation, removal, disqualification, or otherwise, shall be filled by a majority vote of the Board of Directors.

Section 4. President

Subject to the control of the Board of Directors and of the Members of the Corporation, the President shall have general supervision, direction, and control of the business and affairs of the Corporation, shall preside at all meetings of the Directors, and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors.

Should a permanent vacancy occur in the office of President, the Vice President shall complete the unexpired portion of the President's term.

The President shall be an ex-officio member of all committees with the right to vote.

Section 5. Vice President

In the absence of, or upon the disability of the President, the Vice President shall perform all the duties of the President and, in so doing, shall have all the powers of the President.

The Vice President shall have such other powers and duties as may be prescribed from time to time by the Board of Directors.

Section 6. Secretary

The Secretary shall be responsible for keeping a full and complete record of the proceedings of meetings of the Board of Directors and of the Members of the Corporation, shall keep the seal of the Corporation and affix it to such papers and instruments as may be required in the regular course of business, shall make service of such notices as may be necessary or proper, shall supervise the keeping of the records of the Corporation, and shall maintain an official membership list.

The Secretary shall have such other powers and duties as may be prescribed from time to time by the Board of Directors.

Section 7. Treasurer

The Treasurer shall oversee the receipt and safe keeping of all funds of the Corporation and their deposit in the bank or banks that may be designated by the Board of Directors. Those funds shall be paid out only upon approval by the President, Treasurer, or by such other Officers as may be designated by resolution of the Board of Directors.

The Treasurer shall have such other powers and duties as may be prescribed from time to time by the Board of Directors.

Section 8. Agents of the Board of Directors

The Board of Directors may exercise the option of obtaining the services of an Executive Director, a Technical Director, an Executive Secretary, or any other agent it may deem necessary to accomplish the purposes of the Corporation.

The duties and job responsibilities shall be established by the Board of Directors. Any such agent shall serve at the discretion of the Board of Directors. Termination or cancellation of any contractual agreements with any such agent may be accomplished by a majority vote of the Board of Directors.

Section 9. Committees

The Board of Directors may appoint any committees it deems necessary to accomplish the purposes of the Corporation.

Members of standing committees shall be designated from among the members of the Board of Directors by resolution adopted by a majority of the Board.

The President may appoint, with the approval of a majority of the Board, special committees, including Directors, and, with the consent of the Directors, non-Directors.

All committees serve at the pleasure of the Board of Directors and shall report to the Board.

V. LIABILITIES, DUES, AND COMPENSATION

Section 1. Liabilities

No person who was, is now, or who later becomes a Member or a Director of the Corporation shall be liable to its creditors for any indebtedness or liability, and any and all creditors of the Corporation shall look only to the assets of the Corporation for payment.

Section 2. Dues

There shall be no dues or assessments of individual members, officers, directors, or agents of the corporation.

Section 3. Compensation

Except for reimbursement of such ordinary expenses as travel and sustenance because of the activities of the Corporation, no Members, Officers, or Directors shall receive compensation for their services as Members, Officers, or Directors.

VI. MEETINGS

Section 1. Meetings of Members

A. Annual Meeting

The Annual Meeting of the Members of the Corporation shall be held at 9:00 AM between mid-January and mid-February at the principal office of the Corporation, or at any other time and place determined by a resolution of the Directors. The President shall preside at such Annual Meetings.

The purposes of the Annual Meeting include, but are not limited to, the receipt of the Annual Report from the President and the appointment of a new Board of Directors.

The Members may transact any other business they deem necessary.

B. Special Meetings

Special meetings of the Members of the Corporation for any purpose or purposes may be called at any time or any place by the President, or by three or more Members of the Corporation.

C. Notice of Meetings

Written notice of the time and place of any meeting of the Members of the Corporation shall be sent to each Member by written communication, charges prepaid, addressed to the Member at the Member's physical or email address as it is shown in the records of the Corporation. Any notice shall be delivered or mailed at least ten days before the date of the meeting.

D. Quorum

A Quorum for any meeting of the Members of the Corporation shall be eight.

Section 2. Meetings of the Board of Directors

A. Organizational Meeting

Immediately following the Annual Meeting of the Members of the Corporation, the newly appointed Board of Directors shall meet for the purpose of, but not limited to, the election of Officers and the organization of business for the coming year. The Board may transact any other business at the Organizational Meeting.

B. Regular Meetings

The Board of Directors shall hold a minimum of four meetings annually, including the Organizational Meeting. These meetings shall take place between mid-January and mid-February; between mid-April and mid-May; between mid-July and mid-August; and between mid-October and mid-November. Extenuating circumstances may dictate other times for these or additional meetings.

C. Special Meetings

Special Meetings of the Board of Directors for any purpose or purposes may be called at any time and place by the President, or by four or more Directors.

D. Notice of Meetings

Written notice of any and all regular and special meetings of the Board of Directors, including time and place, shall be delivered to each Director by written communication, charges prepaid, addressed to the Director at the Director's physical or email address as it is shown in the records of the Corporation. Such notice shall be delivered not less than ten days before the time of holding of the meeting.

E. Place of Meetings

All regular and special meetings of the Board of Directors shall be held at any place, within or without the State of California, designated by resolution of a majority of the Board or by written consent of the Directors. In the absence of such designation, meetings shall be held at the principal office of the Corporation.

F. Quorum

A Quorum for any meeting of the Board of Directors shall be eight.

Section 3. Validity of Transactions

The transactions of any meeting of the Members or the Board of Directors, at which a quorum exists, however called and noticed and wherever held, shall be as valid as though made at a meeting held after regular call and notice, provided that each Member or Director not present signs, before or after a meeting, a written waiver of notice or consent to hold the meeting or an approval of the Minutes. All such waivers, consents, or approvals shall be filed with the Corporate records or made a part of the Minutes of the meeting.

Section 4. Action Without a Meeting

The Board of Directors may take any action within its scope of powers and responsibilities without a meeting, if all Directors individually or collectively consent in writing to the action.

Such written consent or consents shall be filed with the Minutes of the proceedings of the Board of Directors.

VII. AMENDMENT OF BYLAWS

These Bylaws may be amended or repealed and new Bylaws adopted only by vote or written consent of a majority of the Members, and further provided that the proposed changes to the Bylaws must be presented in writing to all Members at least thirty days in advance of the meeting at which action is proposed to be taken on the proposed changes.

VIII. RULES OF ORDER

All meetings of the Members of the Corporation and of the Board of Directors and its committees shall be conducted in accordance with *Robert's Rules of Order, Revised*, except as otherwise provided in these Bylaws.