

# **PROFESSIONAL ENGINEERS IN CALIFORNIA GOVERNMENT**

## **EUREKA SECTION**

### **BYLAWS OF THE SECTION**

#### **ARTICLE I – THE SECTION**

The name of this section shall be THE EUREKA SECTION, hereinafter called “SECTION.” This SECTION is an integral unit of PROFESSIONAL ENGINEERS IN CALIFORNIA GOVERNMENT, hereinafter called the “Corporation.”

The Board of Directors of the Corporation has chartered this SECTION on Saturday, the 6<sup>th</sup> day of December, 1969 to provide for convenient meetings of the Corporation’s members and to permit greater participation in the task of accomplishing the objectives of the Corporation.

#### **ARTICLE II – MEMBERSHIP**

##### Paragraph 1 – Qualifications and Rights

All members of the SECTION are members of the Corporation and the qualifications for, and rights of membership shall be identical to those set for the in the Bylaws of the Corporation, hereinafter called “Corporate Bylaws.”

##### Paragraph 2 – Enrollment and Payment of Dues

- (a) This SECTION shall judge the qualification of applicants, enroll qualified persons and collect the Corporate and SECTION dues required from new members in the area covered in the SECTION charter.
- (b) When the service is available through the employer, Corporate and SECTION dues shall be paid by payroll deduction.

##### Paragraph 3 – SECTION Dues

- (a) Annual dues for this SECTION are payable at the same time and in the same member as dues are payable in Section 2, Article II of the Corporate Bylaws.
- (b) Membership shall terminate upon failure to pay dues and assessments when due.
- (c) SECTION dues or assessments, or any changes thereto, must be approved by a majority of SECTION members.

- (d) The Corporation Treasurer may collect non-payroll dues as established by the Board for authorized non-payroll deduction members.
- (e) With the approval of the Section members, additional dues may be collected to provide a special Section fund.

### **ARTICLE III – MEETINGS OF MEMBERS**

#### Paragraph 1 – Regular SECTION Meetings

- (a) The annual meeting of the SECTION members shall be held within 30 calendar days prior to the Annual Organizational Meeting described in the Corporate Bylaws. The annual meeting of the SECTION members shall be considered a quarterly meeting.
- (b) Other regular SECTION meetings may be held quarterly at times to be determined by the Executive Committee.

#### Paragraph 2 – Special Meetings

- (a) Special meetings of the members for any purpose may be called by the Executive Committee, or shall be held upon petition, presented to any member of the Executive Committee, of at least ten percent of the SECTION members, or six SECTION members, whichever is greater.
- (b) Special meetings shall be limited to the purpose for which called and no other business may be conducted.
- (c) The business of special meetings may be transacted by the members at the meetings of the SECTION or balloting by U.S. Mail or personal delivery, as designated by and in accordance with rules established by the Executive Committee.

#### Paragraph 3 – Notice of Meetings

- (a) Notice of any meeting of the members shall be given in writing to all members not less than ten days before such meeting.
- (b) Notice of any meeting of the members shall specify the place, the day and the hour of the meeting, and for a special meeting, the nature of the business to be transacted.
- (c) Notice of any meeting of the members to amend these Bylaws shall include the exact language of the proposed amendments.

#### Paragraph 4 – Time and Place of Meetings

- (a) The day and hour and the exact location of all meetings of members shall be designated by

the Executive Committee.

- (b) When a special meeting of the members has been called by petition of the members, the meeting or balloting must be held within thirty days of receipt of the completed petition.

Paragraph 5 – Quorum at Meeting

- (a) At a general meeting of members a quorum for transaction of SECTION business shall be provided by at least ten percent of the SECTION membership or six SECTION members, whichever is greater.
- (b) When the business of a special meeting is conducted by U.S. Mail or personal delivery, a quorum shall be provided if a majority of the members return valid ballots.

Paragraph 6 – Voting at Meetings of Members

- (a) Only SECTION members are entitled to vote or act on business to be transacted.
- (b) No member may vote or act by proxy.
- (c) Voting conducted by U.S. Mail or personal delivery shall be by secret ballot. The effective date shall be printed on the ballot.
- (d) If any member present at a general meeting requests secret ballot for the business being conducted, the voting shall be conducted secretly.
- (e) All business before a meeting of members shall be decided by the vote of a majority of those present, or a majority of those returning valid ballots when the business is conducted by U.S. Mail or personal delivery.
- (f) Amendments to these Bylaws shall be decided by the affirmative vote of two-thirds (2/3) of those present at a general meeting or by two-thirds (2/3) of those returning valid ballots when the business is conducted by U.S. Mail or personal delivery.
- (g) Actions taken at a meeting of members become effective immediately unless otherwise specified.
- (h) Mail ballots shall be opened, counted, tabulated, and the results posted in such a manner as prescribed by the Executive Committee, except as otherwise provided in these Bylaws.

**ARTICLE IV – ORGANIZATION**

Paragraph 1 – Executive Committee

The Executive Committee of the SECTION shall consist of the SECTION Officers.

Paragraph 2 – Officers

The Officers of the SECTION shall be the President; President Elect; Vice-President, Rank and File; Vice-President, Supervisory; Vice-President, At-Large; Secretary; Treasurer; and Director.

Paragraph 3 – Permanent Committees

- (a) The Nominating Committee shall be chosen from the SECTION membership by the Executive Committee. The Nominating Committee shall handle all nominating procedures.
- (b) The Election Committee shall be chosen from the SECTION membership by the President. Officers or candidates for office shall not serve on this committee. The Election Committee shall conduct all elections.

Paragraph 4 – Other Committees

The President may appoint from the SECTION membership, chairpersons for such other committees as may be required. The committee chairpersons shall select their respective committees from the SECTION membership. These committees shall hold office at the pleasure of the Executive Committee.

Paragraph 5 – Staff

The President may, with the approval of the Executive Committee, employ a staff of non-members.

**ARTICLE V – MEETINGS OF THE EXECUTIVE COMMITTEE**

Paragraph 1 – Budget Meetings

Prior to the first day of January, the Section Officers shall hold its budget meeting and adopt a budget for SECTION activities for the following calendar year.

Paragraph 2 – Regular Meetings of the Executive Committee

Regular meetings of the Executive Committee shall be held at such times and locations as the Executive Committee may prescribe. No further notice need be given for such regular meetings.

Paragraph 3 – Special Meetings

Special meetings of the Executive Committee for any purpose may be called at any time by the President or by a majority of the Executive Committee.

Paragraph 4 – Notice of Special Meetings

Notice of time and place of special meetings shall be delivered to each member of the Executive Committee at least five days prior to such meeting.

Paragraph 5 – Waiver of Notice

The transactions of any meeting of the Executive Committee, however called and noticed or wherever held, shall be as valid as a meeting duly held after regular call and notice, if a quorum be present and if, either before or after the meeting, each of the members of the Executive Committee signs a waiver of notice, or a consent to holding such a meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the SECTION records or made part of the minutes of the meeting.

Paragraph 6 – Quorum

A majority of members of the Executive Committee shall constitute a quorum.

Paragraph 7 – Voting

- (a) The action of a majority of the Executive Committee present at any meeting at which there is a quorum, when duly assembled in open session, shall be regarded as a valid act of the Executive Committee, except where otherwise specified in these Bylaws.
- (b) Each member of the Executive Committee shall have one vote.
- (c) Actions taken at a meeting of the Executive Committee become effective immediately unless otherwise specified.

**ARTICLE VI – POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE**

Paragraph 1 – General Limitations

The Executive Committee shall be subject to the limitations of the Articles of Incorporation, the Corporate Bylaws, these SECTION Bylaws, and the laws of the State of California.

Paragraph 2 – General Authority

- (a) The business and affairs of the SECTION shall be controlled by the Executive Committee.
- (b) The Executive Committee shall have the authority, when delegated to the SECTION by the Board of Directors, to make and enforce rules and regulations upon all members, and to arbitrate any internal controversy, difference, or problem that may arise within the SECTION.

- (c) The Executive Committee may, upon approval by the Board of Directors, cooperate with, contract with, or engage in joint action with other persons or organizations to achieve the Corporation's objectives.

Paragraph 3 – Financial Authority

- (a) The Executive Committee shall have full supervision and control of the funds of the SECTION.
- (b) Funds or assets may be expended only for carrying out the objectives of the Corporation and SECTION.
- (c) No member of the Executive Committee or any other committee shall receive any compensation except for expenses incurred on Corporation or SECTION business.
- (d) All checks, drafts, or other orders for payment of money, notes, or other evidences of indebtedness, issued in the name of, or payable to the SECTION shall be signed or endorsed by either the Treasurer or President, or such person or persons and in such manner as, from time to time, shall be determined by resolution of the Executive Committee.

**ARTICLE VII – POWERS AND DUTIES OF OFFICERS**

Paragraph 1 – President

- (a) The President is the chief executive of the SECTION and the chairperson of the Executive Committee. The President shall, upon authorization by the Executive Committee, exercise direct supervision, direction and control of the business and affairs of the SECTION.
- (b) The President shall appoint chairpersons of, and have general supervision, direction and control of all SECTION committees except the Nominating Committee.
- (c) On completion of their term of office, the President shall assume the office of Director.

Paragraph 2 – President Elect

- (a) The President Elect shall act as both an apprentice and an assistant to the President and in the absence of the President shall perform the duties of the President.
- (b) The President Elect shall perform such other duties as may be prescribed by the President or the Executive Committee.
- (c) On completion of their term of office, the President Elect shall assume the office of President.

Paragraph 3 – Vice-President, Rank and File

- (a) The Vice-President, Rank and File shall serve as the SECTION's member on the Corporation Collective Bargaining Committee.
- (b) The Vice-President, Rank and File shall provide SECTION views, needs, and input to the Corporation Negotiating Team.
- (c) The Vice-President, Rank and File shall serve as SECTION representative for rank and file members' grievances, claims, appeals, etc.

Paragraph 4 – Vice-President, Supervisory

- (a) The Vice-President, Supervisory shall serve as the SECTION's member on the Corporation Meet and Confer Committee.
- (b) The Vice-President, Supervisory shall provide SECTION views, needs, and input to the Corporation Meet and Confer Team.
- (c) The Vice-President, Supervisory shall serve as SECTION representative for supervisory and management members' grievances, claims, appeals, etc.

Paragraph 5 – Vice-President, At-Large

- (a) The Vice-President, At-Large shall be the SECTION representative on the Corporation At Large Committee.
- (b) The Vice-President, At-Large shall serve as needed on At Large items developed by the Corporate At Large Committee, which will represent the general members classified as At Large.
- (c) The Vice-President, At Large shall serve as an advisor to the SECTION President in matters affecting all general members classified as At Large.

Paragraph 6 – Secretary

- (a) The Secretary shall be secretary of the Executive Committee and of this SECTION.
- (b) The Secretary shall keep, or cause to be kept, a book of minutes of all the meetings of the Executive Committee and of the members. For the annual meeting of members these minutes shall include the time and place of holding, the notice given, the number of members present, and the proceedings thereof, a copy of which shall be delivered to the Secretary of the Corporation as provided in the Corporate Bylaws.
- (c) The Secretary shall maintain or cause to be maintained, the current official copies of the Articles of Incorporation, the SECTION charter, the Corporate Bylaws, and these SECTION Bylaws. These documents shall be available for inspection by any member.

- (d) The Secretary shall perform such other duties as may be prescribed by the Executive Committee or these Bylaws.

#### Paragraph 7 – Treasurer

- (a) The Treasurer shall collect and forward to the Treasurer of the Corporation all Corporate dues and assessments from SECTION members in the manner provided in the Corporate Bylaws.
- (b) The Treasurer shall collect and keep the special funds of the SECTION in the manner prescribed by the Executive Committee.
- (c) The Treasurer shall disburse the funds of this SECTION only on the approval of, and in the manner prescribed by the Executive Committee.
- (d) The Treasurer shall keep, or cause to be kept, an accurate accounting of all the special funds of this SECTION.
- (e) The Treasurer shall prepare, or cause to be prepared, all financial reports required by the Corporate or SECTION Bylaws, the Board of Directors or the Executive Committee.

#### Paragraph 8 – Director

- (a) The Director shall, as their primary duty, serve on the Board of Directors of the Corporation. They shall work toward achieving the objectives of the Corporation for the benefit of all the members of the Corporation without special regard for any subdivision of the membership.
- (b) The Director shall inform the Board of Directors on all matters of interest to this SECTION, when so instructed by the Executive Committee.
- (c) The Director shall promptly inform the SECTION of all actions of the Board of Directors.
- (d) The Director shall be required to vote at the Directors meetings in accordance with the SECTION's wishes when those wishes are known.
- (e) In the absence of a Section Director at all or a portion of a Board meeting, the President of the Section shall assume the full duties and responsibilities of the Director. In the absence of the President of the Section, the Section's President Elect shall assume the full duties and responsibilities of the Director. In the absence of the Section President Elect, the Section Secretary shall assume the full duties and responsibilities of the Director. In the absence of the Section Secretary, the Section Treasurer shall assume the full duties of the Director. In no case, may any Section Officer assume the duties of the Section Director if the Section Officer is also a Corporate Officer. The Section Officer's assumption of the Director's duties and responsibilities will terminate when the Section Director is present. In the event that no Section Officer described above is present to assume the duties of the Section Director, the position shall be temporarily vacant.



Paragraph 9 – General Requirements

On completion of their terms of office, the Officers shall turn over all books, documents, records, funds and other property of the Corporation to their successors.

**ARTICLE VIII – OFFICERS (ELECTION AND TERM OF OFFICE)**

Paragraph 1 – Election

The SECTION Officers shall be elected annually from the SECTION membership; provided, however, that the Vice-President, Rank and File shall be elected only by those members designated as Rank and File and that the Vice-President, Supervisory shall be elected only by those members designated as Supervisory or Management.

Paragraph 2 – Term of Office

- (a) The officers shall be installed for a term of one year beginning at the annual meeting of members following such election, except as provided in the following special cases:
  - (1) When a Director is elected to fill a vacancy, their term of office shall begin immediately after such election.
  - (2) When any Officer is appointed to fill a vacancy, their term of office shall begin with their acceptance of such appointment.
- (b) All terms of office shall terminate at the annual meeting of members following the next annual election.

Paragraph 3 – Qualifications

- (a) All candidates shall be members of this SECTION for at least one year.
- (b) No one may be a candidate for more than one office at any election.
- (c) The Vice-President, Rank and File shall be designated as Rank and File in their position of employment in California State Government.
- (d) The Vice-President, Supervisory shall be designated as Supervisory in their position of employment in California State Government.
- (e) When possible, the Vice-President, At-Large shall be employed in a State Department or agency other than Caltrans.

#### Paragraph 4 – Nominations

- (a) The Nominating Committee shall provide at least two candidates for each office.
- (b) The Nominating Committee shall secure the consent of and judge the qualifications of all candidates.
- (c) The names of the candidates selected by the Nominating Committee shall be delivered to all SECTION members at least thirty days prior to the close of balloting.
- (d) Any other SECTION member seeking candidacy for office shall submit to the Nominating Committee a nominating petition no later than twenty days prior to the close of balloting. If qualified under the provisions of this Article, the name of the member so nominated shall be added to the ballot.

#### Paragraph 5 – Election Procedures

- (a) The Election Committee shall distribute ballots containing the names of the all qualified candidates to each SECTION member no later than ten days prior to the close of balloting.
- (b) The close of balloting for the annual election of Officers shall be the last day of September. For a special election to fill a vacancy, the close of balloting shall be no later than thirty days after such vacancy occurs.
- (c) The election shall be conducted by U.S. Mail, electronic ballot, or personal delivery.
- (d) The Election Committee shall count the ballots in open session and the candidate receiving the greatest number of votes shall be elected to the office without regard to quorum and majority vote provisions of Article III.
- (e) In the event of a tie vote for any office, the incumbent Executive Committee shall select the Officer from those tied.
- (f) The SECTION members and the Secretary of the Corporation shall be promptly informed of the Officers elected.
- (g) When there are fewer than 2 qualified candidates willing to compete for an office, formal elections for the position shall be waived. SECTION members along with the Secretary of the Corporation shall be promptly informed of the vacancy or the name of the single candidate running for the unchallenged officer position. In the event that there are no contested offices, no ballots need be distributed.

#### Paragraph 6 – Removal of Officers

Members may remove any SECTION Officer from office substantially as provided by the California General Corporation Law for removal of Directors.

### Paragraph 7 – Vacancies

- (a) A vacancy shall exist in the event of the death, resignation, loss of membership, or removal of any Officer.
- (b) A vacancy in the office of President Elect will also be created by the President Elect's succession to the office of President to fill a vacancy.
- (c) A vacancy shall exist in the offices of Vice-President, Rank and File or Vice-President, Supervisory upon a change of designation of the incumbent as provided in Article VIII, Paragraphs 3(d) or (e).
- (d) If a vacancy occurs in the office of President, the President Elect shall immediately assume the office of President for the unexpired term.
- (e) A vacancy in the office of Director shall be filled by a special election which shall be held in accordance with the rules covering regular elections, as provided in this article.
- (f) A vacancy in the office of President Elect; Vice-President, Rank and File; Vice-President, Supervisory; Vice-President, At Large; Secretary; or Treasurer shall be filled by appointment by the President and approved by the majority of the Section Officers from the membership of this SECTION.

### **ARTICLE IX – AMENDMENTS**

Amendments to these Bylaws shall be originated and voted upon as provided in Article III – Meetings of the Members – of these Bylaws.

### **ARTICLE X – PARLIAMENTARY LAW**

In all questions involving parliamentary procedure, including election procedures, not covered by the Corporate Bylaws, or established by the Board of Directors, or the Executive Committee, the most recent edition of Robert's Rules of Order shall be the governing authority.

### **ARTICLE XI – REPORTS TO MEMBERS**

The Executive Committee shall cause to be sent to the members annually, an itemized account of the SECTION's funds, showing the sources of income and classes of expenditures, with the amounts thereof for the preceding year.

## **ARTICLE XII – VALIDITY AND DEFINITIONS**

### Paragraph 1 – Validity

If any provisions of these Bylaws is held invalid, the remained of these Bylaws shall not be affected thereby.

### Paragraph 2 – Construction of By-laws: Definitions

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the California General Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term “person” includes a corporation as well as a natural person.

### Paragraph 3 – Conformity to Corporation Documents

In the event that any provisions of either the Corporate Bylaws or Articles of Incorporation, or any amendment thereto, conflict with these SECTION Bylaws, these SECTION Bylaws shall be automatically conformed to the Corporate Documents.