

**PROFESSIONAL ENGINEERS IN CALIFORNIA GOVERNMENT**  
**GOLDEN GATE SECTION BYLAWS**

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# PROFESSIONAL ENGINEERS IN CALIFORNIA GOVERNMENT

## GOLDEN GATE SECTION BYLAWS

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### ARTICLE I – THE SECTION

The name of this SECTION shall be Golden Gate 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 established this SECTION on June 9, 1973, to provide for convenient meetings of the Corporation’s members and to permit those members greater participation in 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 forth in the Bylaws of the Corporation, hereinafter called “CORPORATE BYLAWS.”

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

The activities of member Enrollment and Payment of Dues is performed by the Corporation per applicable rules and regulations within the State of California.

### ARTICLE III – MEETINGS OF MEMBERS

#### Paragraph 1 – Regular Meetings

- (a) An Annual Meeting of the members shall be held during October to install officers and to conduct such other business as may properly be brought before the meeting.
- (b) Other regular SECTION meetings may be scheduled at the annual meeting by a vote of the members or may be scheduled by the SECTION Board. A minimum of three regular SECTION Meetings shall be called each year.

#### Paragraph 2 – Special Meetings

- (a) Special meetings of the members for any purpose may be called by the SECTION Board or shall be held upon petition of at least ten percent of the SECTION Members, or eleven 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 SECTION Board.

#### Paragraph 3 – Notice of Meetings

- (a) Notice of any meeting of the members shall be posted not less than ten working days before such meeting.

- (b) Notice of any meeting of the members shall specify the place, the day and hour, and 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 SECTION Board.
- (b) When a Special Meeting of the members has been called by petition of the members, the meeting or balloting to transact the business of the special meeting 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 attendance of at least 10 percent of the SECTION Membership or eleven SECTION Members, whichever is greater.
- (b) When the business of a special meeting is conducted by U.S. Mail, personal delivery, or electronically, a quorum shall be provided if at least ten percent of the SECTION Membership or eleven SECTION Members, whichever is greater, return valid ballots or provide electronic responses.

Paragraph 6 – Voting at Meetings of Members

- (a) Only members are entitled to vote or act on business.
- (b) No member may vote or act by proxy.
- (c) Voting conducted by U.S. Mail, personal delivery, or electronically, shall provide for voter secrecy.
- (d) 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 or responses when the business is conducted by U.S. Mail, personal delivery, or electronically, subject to the quorum requirement of paragraph 5(b) above.
- (e) Actions taken at a meeting of members become effective immediately unless otherwise specified.

**ARTICLE IV – OFFICERS – ELECTION AND TERM OF OFFICE**

Paragraph 1 – Term of Office

- (a) The officers of the SECTION shall be the President, the Vice Presidents, the Secretary, the Treasurer, and the Director.
- (b) The officers shall be elected at the annual election for a term of one year beginning at the annual October meeting of members following such election.
- (c) When any officer is appointed to fill a vacancy, the term of office shall begin with the acceptance of such appointment.

- (d) All terms of office shall terminate at the annual meeting of members following the election of a successor to the office.

Paragraph 2 – Qualifications

- (a) All candidates shall be members of this SECTION.
- (b) No one may be a candidate for more than one office at any election.

Paragraph 3 – Nominations

- (a) The Nominating Committee shall issue a call for nominations to all SECTION members.
- (b) Any SECTION member may have their name, or the name of any other consenting member, entered in nomination by informing a member of the Nominating Committee within 15 days after the call for nominations.
- (c) Not sooner than 15 days after the call for nominations the Nominating Committee shall review the number and qualifications of candidates and nominate such additional candidates, with their consent, as it judges necessary. The Nominating Committee shall insure that one or more nominations be made for each office.
- (d) The list of candidates so determined shall be forwarded to the Election Committee.

Paragraph 4 – Election Procedures

- (a) The Election Committee shall distribute ballots containing the names of 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 August 7 with the SECTION elections being completed by August 15 per PECG Bylaws, Article VII, Section 2. For a special election to fill a vacancy, the close of balloting shall be not later than sixty days after such vacancy occurs.
- (c) The election shall be conducted by U.S. Mail, personal delivery, or electronically.
- (d) The Election Committee shall count the ballots in open session, unless secure electronic balloting or automated tallying methods are used, and the candidate receiving the greatest number of votes shall be elected to the office subject to the quorum requirement of Article III 5(b).
- (e) In the event of a tie vote for any office, the incumbent SECTION Board shall select the officer by secret ballot from those tied. An incumbent officer may not participate in a run-off vote involving a position that incumbent officer is seeking.
- (f) The SECTION members and the Secretary of the Corporation shall be promptly informed of the officers elected.

Paragraph 5 – Removal of Officers

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

### Paragraph 6 – Vacancies

- (a) A vacancy in the office shall exist in the event of death, assumption of another office, or resignation, loss of membership, removal from office, and for other reasons.
- (b) If a vacancy occurs in the office of President, the Vice President Rank and File, shall immediately assume the office of the President for the unexpired term.
- (c) Up to two simultaneous vacancies in the offices of Vice Presidents, Secretary, Treasurer, or Director shall be filled via appointment by the SECTION Board for the term as defined in Paragraph 1 of Article IV.

## **ARTICLE V – ORGANIZATION**

### Paragraph 1 – SECTION Board

The SECTION Board shall consist of the Director, President, Vice President Rank and File, Vice President Supervisory, Secretary, and Treasurer.

### Paragraph 2 – Committees

- (a) A Nominating Committee of three members including a Committee Leader shall be chosen from the SECTION membership by the President with the concurrence of the SECTION Board. Officers or candidates for office shall not serve on the Nominating Committee.
- (b) An Election Committee of three members shall be chosen from the SECTION membership by the President with the concurrence of the SECTION Board. Officers or candidates for office shall not service on this committee. The Election Committee shall conduct all elections, under the direction of the SECTION Board.

### Paragraph 3 – Other Committees

The President may appoint, from the SECTION membership, leaders for such other committees as may be required. The committee leader shall select their respective committee members from the SECTION membership. These committees shall serve at the pleasure of the SECTION Board.

### Paragraph 4 – Staff

The President may, with the approval of the SECTION Board, employ a staff of non-members.

## **ARTICLE VI – MEETINGS OF THE SECTION BOARD**

### Paragraph 1 – Organization and Budget Meetings

- (a) The SECTION Board shall hold an organizational meeting within 30 days after the annual meeting of the membership.
- (b) After the organizational meeting (or combined with the organizational meeting) and prior to January first, the SECTION Board shall hold its budget meeting and prepare a budget for SECTION activities for the following year. The budget is to be presented at the next meeting of the general membership.

Paragraph 2 – Other Meetings

Other meetings of the SECTION Board shall be held at such times and locations as the SECTION Board may prescribe.

Paragraph 3 – Special Meetings

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

Paragraph 4 – Notice of Meetings

Notice of time and place of meetings shall be given to each member of the SECTION Board, by the Secretary, either electronically or personal contact, prior to such meeting.

Paragraph 5 – Quorum

A majority of members of the SECTION Board shall constitute a quorum.

Paragraph 6 – Voting

- (a) The action of a majority of the SECTION Board 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 SECTION Board, except where otherwise specified in these Bylaws.
- (b) Each member of the SECTION Board shall have one vote.
- (c) Actions taken at a meeting of the SECTION Board become effective immediately unless otherwise specified.

**ARTICLE VII – POWERS AND DUTIES OF THE SECTION BOARD**

Paragraph 1 – General Limitations

The SECTION Board 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 executive and controlled by the SECTION Board.
- (b) The SECTION Board 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 SECTION Board 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 SECTION Board 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 SECTION Board 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 such person or persons and in such manner as, from time to time, shall be determined by the SECTION Board.

## **ARTICLE VIII – POWERS AND DUTIES OF OFFICERS**

### Paragraph 1 – President

- (a) The President is the chief executive of the SECTION and the Leader of the SECTION Board. The President shall, upon authorization by the SECTION Board, exercise direct supervision, direction and control of the business and affairs of the SECTION.
- (b) The President shall appoint leaders of, and have general supervision, direction and control of, all SECTION committees except the Nominating Committee and Election Committee.
- (c) The President is designated as the first alternate Director to exercise all powers and perform all duties of the Director in the event the Director is unable, for any cause, to exercise those powers and perform those duties.

### Paragraph 2 – Vice Presidents

- (a) The Vice President – Supervisory and Management will represent only the Supervisory and Management membership of this SECTION, and may serve on the State PECG corporation meet and confer team only in matters pertaining to Supervisory and Management membership.
- (b) The Vice President – Collective Bargaining (Rank and File) will represent only the rank and file membership of this SECTION, and may serve on the State PECG Corporation negotiating team, only in matters pertaining to rank and file membership.
- (c) The Vice President – Collective Bargaining shall assist the President and in the absence of the President shall perform the duties of the President.
- (d) Additional duties of the Vice Presidents shall include, but not be limited to: Meeting as directed by the appropriate State Vice President, representing the views and needs of the appropriate membership, providing information to the meet and confer or negotiating team, serving as local representatives for grievances, claims, appeals, etc.

### Paragraph 3 – Secretary

- (a) The Secretary shall be secretary of the SECTION Board and of this SECTION.
- (b) The Secretary shall keep, or cause to be kept, a book of minutes of all meetings of the SECTION Board 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.

- (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 SECTION Board or these Bylaws.

#### Paragraph 4 – Treasurer

- (a) The Treasurer shall receive, process, and maintain SECTION funds in the manner prescribed by the SECTION Board.
- (b) The Treasurer shall disburse SECTION funds in the manner prescribed by the SECTION Board.
- (c) The Treasurer shall keep, or cause to be kept, an accurate accounting of all SECTION funds.
- (d) 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 SECTION Board.

#### Paragraph 5 – Director

- (a) The Director shall, as the Director’s primary duty, serve on the Board of Directors of the Corporation. The Director shall work toward achieving the objectives of the Corporation for the benefit of all the members of the Corporation without special regard for any sub-division 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 SECTION Board.
- (c) The Director shall promptly inform the SECTION of all actions of the Board of Directors.

#### Paragraph 6 – General Requirements

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

### **ARTICLE IX – AMENDMENTS**

Amendments to these Bylaws shall be conducted by mail, personal delivery, or electronically and voted upon as provided in Article III 6(d) of these Bylaws.

### **ARTICLE X – PARLIAMENTARY LAW**

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

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

The SECTION Board 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 provision of these Bylaws is held invalid, the remainder of these Bylaws shall not be affected thereby.

### Paragraph 2 – 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.

### Paragraph 3 – Definitions

Meetings – Gatherings that can be either in person or electronically

Post – Union related notices provided to members via placement on authorized work locations (i.e., union boards) and/or provided electronically.

Open Session – A gathering where members can observe in person and/or electronically.