

Bylaws

Redding Section

Professional Engineers
In
California Government

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**BYLAWS
REDDING SECTION
PROFESSIONAL ENGINEERS IN CALIFORNIA GOVERNMENT**

ARTICLE I – THE SECTION

The name of this Section shall be Redding, hereinafter called “Section”. This Section is an integral unit of the Professional Engineers in California Government, hereinafter called the “Corporation”. The Board of Directors of the Corporation has established this Section on December 5, 1970, 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

(1) Qualification 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”.

(2) Enrollment and Payment of Dues

- (a) The Corporation shall judge the qualifications of applicants, enroll qualified persons and collect the Corporate dues required from members as provided under the procedure for payroll deduction of dues.
- (b) Membership shall terminate upon failure to pay Corporate dues, or upon a member’s termination of their authorization for payroll deduction of dues.

ARTICLE III – MEETINGS OF MEMBERS

(1) Regular Meetings

- (a) The annual meeting of the members shall be held in the month of 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 by the Executive Committee (as defined in Article IV) during the year.

(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 of at least ten percent of the Section members, or ten Section members, whichever is greater.
- (b) Special meetings shall be limited to the purpose for which called and no other business will 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.

(3) Notice of Meetings

- (a) Notice of any meeting of the members shall be given in writing to all members by the Secretary-Treasurer not less than five days before such meeting. Delivery of this notice may be by U.S. Mail, by hand or by electronic mail.
- (b) Notice of any meeting of the members shall specify the place, the day and hour of the meeting, and for a special meeting, the nature of the business to be transacted. Notice of any meeting of the members to amend these Bylaws shall include the exact language of the proposed amendments.

(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.

(5) Quorum at Meeting

- (a) At a general meeting of members a quorum for transaction of Section business shall be provided by at least 10 percent of the Section membership or ten 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.

(6) Voting at Meetings of Members

- (a) Only 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, electronic ballot, or personal delivery shall be by secret ballot.
- (d) All business before a meeting of members shall be decided by the vote of a majority of those present or those returning valid ballots when the business is conducted by U.S. Mail, electronic ballot, or personal delivery.
- (e) Actions taken at a meeting of members become effective immediately unless otherwise specified.

ARTICLE IV – ORGANIZATION

(1) Executive Committee

The Executive Committee of the Section shall consist of the Officers, Permanent Committees, Other Committees, and Staff.

(2) Officers

The seven Section officers shall be: The Immediate Past President or Director, President, President Elect, Secretary-Treasurer, Vice President Supervisory, Vice President Rank and File, and Vice President At Large.

(3) Permanent Committee

(a) The Nominating Committee shall consist of at least three members chosen annually from the Section membership by the President Elect. The President Elect shall preside over the Nominating Committee. The Nominating Committee shall handle all nominating procedures.

(b) The Election Committee shall consist of at least three members chosen annually from the Section membership by the President. Candidates for office shall not serve on this committee. The Election Committee shall conduct all elections.

(4) Other Committees

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

(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

(1) Organization and Budget Meetings

(a) The Executive Committee shall hold an organizational meeting 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 Executive Committee shall hold its budget meeting and prepare a budget for Section donations/sponsorships, scholarships, Section prizes, and activities for the following calendar year. Such budget shall be approved by a majority vote of the membership.

- (2) Other Regular Meetings
Other regular meeting 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.
- (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.
- (4) Notice of Special Meetings
Each member of the Executive Committee shall be notified of the time and place at least five days prior to special meetings.
- (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 a part of the minutes of the meeting.
- (6) Quorum
A majority of members of the Executive Committee shall constitute a quorum.
- (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 EXECUTIVE COMMITTEE

- (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.
- (2) General Authority
 - (a) The business and affairs of the Section shall be administered by the Executive Committee.

- (b) 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.
- (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 at least two persons who, from time to time, shall be determined by resolution of the Executive Committee.

ARTICLE VII – POWERS AND DUTIES OF OFFICERS

- (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 chairperson 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 serve one term as Director.
 - (d) The President shall attend the quarterly Board of Directors meetings to represent the interests of the Section. The President shall vote in place of the Director when the Director is unavailable.
- (2) President Elect
- (a) The President Elect shall act as 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 serve one term as President.
 - (d) The President Elect shall preside over the Nominating Committee.
- (3) Secretary-Treasurer
- (a) The Secretary-Treasurer shall keep, or cause to be kept, a book of minutes of all the meetings of the Executive Committee and of the Section. For the

annual meeting of the members of the Corporation, if held by Sections, 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.

- (b) The Secretary-Treasurer shall keep, or cause to be kept, a register showing the names of members.
- (c) The Secretary-Treasurer 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-Treasurer shall perform such other duties as may be prescribed by the Executive Committee or these Bylaws.
- (e) The Secretary-Treasurer shall collect and keep the special funds of the Section in the manner prescribed by the Executive Committee.
- (f) The Secretary-Treasurer shall disburse the special funds of this Section only on the approval of, and in the manner prescribed by the Executive Committee.
- (g) The Secretary-Treasurer shall keep, or cause to be kept, an accurate accounting of all the special funds of this Section in a manner prescribed by the Board of Directors.
- (h) The Secretary-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. The outgoing Treasurer shall give a complete finance report at the annual meeting, showing the sources of income and classes of expenditures with the amounts thereof for the preceding year.

(4) Director

- (a) The Director shall, as their 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 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 in writing of all actions of the Board of Directors. The Director shall also inform the President either verbally or in a separate written report of all matters which require action by the Section.

(5) Vice President Supervisory

The Vice President Supervisory shall serve as the Section's member on the Corporation Meet and Confer Committee; provide Section views, needs and input to the Corporation Meet and Confer Team; and serve as Section representative for supervisory and management members' grievances, claims, appeals, etc.

(6) Vice President Rank and File

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

(7) Vice President At Large

The Vice President At Large shall serve as the Section representative for Non-Caltrans Supervisory and rank and file members' grievances, claims, appeals, etc. The Vice President At Large may with the approval of the Executive Officers conduct section member meetings at remote locations or other facilities for the purpose of communicating with Non-CalTrans members.

(8) 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

(1) Term of Office

- (a) The officers shall be elected at the annual election for a term of one year beginning at the annual meeting of members following such election, except as provided in the following special cases:
- (b) Upon completion of their term the President shall serve a one year term as the Director.
- (c) Upon completion of their term the President Elect shall serve a one year term as the President.
- (d) When a Director or President Elect is elected to fill a vacancy, their term of office shall begin immediately after such election.
- (e) When any officer is appointed to fill a vacancy, their term of office shall begin with their acceptance of such appointment.
- (f) All terms of office shall terminate at the annual meeting of members following the next annual election.
- (g) If a new Section Office is created, the Section Officers at their discretion may initially fill the office by selecting an appointment or via an election by the membership.

(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.
- (c) The current President Elect shall not be a candidate for any office.

(3) Nominations

- (a) The Nominating Committee shall provide a candidate 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 twenty 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, signed by themselves and at least twenty percent of the voting membership, or ten members, whichever is the lesser number, no later than fifteen 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.

(4) Election Procedures

- (a) The Corporation 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 the first day of August. 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 or electronic ballot.
- (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 officers from those tied.
- (f) The Section members and the Secretary of the Corporation shall be promptly informed of the officers elected.

(5) Removal of Officers

Members may remove any Section officer from office substantially as provided by the California General Corporation Law for removal of Directors, or by a special meeting of the Section membership as prescribed in these Bylaws.

(6) Vacancies

- (a) A vacancy shall exist in the event of the death, resignation, loss of membership, or removal of any officer. 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.
- (b) If a vacancy occurs in the office of Director, the President shall immediately assume the office of Director for the unexpired term.
- (c) If a vacancy occurs in the office of President, the President Elect shall immediately assume the office of President for the unexpired term.
- (d) A vacancy in the office of President Elect shall be filled by a special election as provided in this Article.

- (e) A vacancy in any Section Office, except Director, President or President Elect, shall be filled by the Executive Committee 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 MEMBERS” 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 Executive Committee, the most recent edition of Robert’s Rules of Order shall be the governing authority.

ARTICLE XI – VALIDITY AND DEFINITIONS

(1) Validity

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

(2) Construction of Bylaws: 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.

(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.

**PECG REDDING SECTION
OATH OF OFFICE**

(may be used for swearing-in ceremony)

I, (state your name), do solemnly swear that I will faithfully execute the office for which I have been elected, and will, to the best of my ability, represent the interests of the membership of the Redding Section of the Professional Engineers in California Government.