

**PROFESSIONAL ENGINEERS
IN CALIFORNIA GOVERNMENT**

SAN LUIS OBISPO SECTION

BYLAWS OF THE SECTION

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PROFESSIONAL ENGINEERS IN CALIFORNIA GOVERNMENT

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PROFESSIONAL ENGINEERS IN CALIFORNIA GOVERNMENT

SAN LUIS OBISPO SECTION

SECTION BY-LAWS

ARTICLE I - THE SECTION

The name of this section shall be SAN LUIS OBISPO, 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 December 6, 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 - Qualification and Rights

- (a) 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 By-Laws of the Corporation, hereinafter called "Corporate By-Laws".
- (b) The Executive Committee of the San Luis Obispo Section shall be referred to as Section Officers in this document and are one and the same.

Paragraph 2 - Enrollment and Payment of Dues

- (a) This SECTION can judge the qualifications of applicants for enrollment in the SECTION.
- (b) When the service is available through the employer, Corporate and SECTION dues shall be paid by payroll deduction.
- (c) Membership shall terminate upon failure to pay Corporate or SECTION dues.

Paragraph 3 - Section Dues

- (a) SECTION dues, or any changes to present dues, must be approved by a majority of SECTION members.

ARTICLE III – MEETINGS OF MEMBERS

Paragraph 1 - Regular Meetings

- (a) The annual installation of Section Officers will take place during a meeting of the members, to be held within the thirty-day period prior to the annual Corporation meeting of the Board of Directors. Other business may be conducted at the SECTION meeting.
- (b) Other regular SECTION meetings will be scheduled by the Section Officers during the year.

Paragraph 2 - Special Meetings

- (a) Special meetings of the members for any purpose may be called by the President or majority of Section Officers, or shall be held upon petition of at least five percent of the SECTION members.
- (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 meeting of the SECTION or balloting by the U.S. Mail, electronic mail, or personal delivery as designated by and in accordance with rules established by the Section Officers.

Paragraph 3 - Notice of Meetings

- (a) Written notice of meetings of the members shall be posted on Section bulletin boards not less than 10 days prior to a meeting. Notification of meetings of the members may also occur by mail, by e-mail, or by posting notice of a meeting on the Section's website.
- (b) Notice of any meeting of the members shall specify the place, the day and hour of the meeting, and the nature of the business to be transacted.

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

Paragraph 5 - Quorum at Meetings

- (a) At a general meeting of members a quorum for transaction of SECTION business shall be provided by a quorum of the members present.
- (b) When the business of a meeting is conducted by U.S. Mail, every member is entitled to vote on a matter, with the exception of the elections limitations set forth in Article VIII, Paragraph 4(b). On that basis, a quorum for the transaction of business is established by the valid ballots returned to the Section.

Paragraph 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) All business before a meeting of members shall be decided by the vote of a majority of those present.
- (d) Actions taken at a meeting of members become effective immediately unless otherwise specified.

ARTICLE IV - ORGANIZATION

Paragraph 1 - Section Officers

- (a) The Section Officers of the SECTION shall consist of the eight Section Officers.

Paragraph 2 - Officers

- (a) The officers of the SECTION shall be the President, President-Elect, Vice-President - Supervisory and Management, Vice-President - Collective Bargaining, Vice-President - At Large, Secretary, Treasurer, and Director.

Paragraph 3 - Committees

- (a) The President may appoint, from the SECTION membership, chairman for such other committees as may be required to carry out the business created by the SECTION.
- (b) The committee chairman shall select their respective committees from the SECTION membership.

Paragraph 4 - Staff

- (a) The President may, with the approval of the majority of the Section Officers, employ a staff of non-members.

ARTICLE V - MEETINGS OF THE SECTION OFFICERS

Paragraph 1 - Budget Meetings

- (a) 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

- (a) Regular meetings of the Section Officers shall be held at such times and locations as the Section Officers may prescribe. No further notice need be given for such regular meetings.

Paragraph 3 - Special Meetings

- (a) Special meetings of the Section Officers for any purpose may be called at any time by the President or by a majority of the Section Officers.

Paragraph 4 - Waiver of Notice

- (a) The transactions of any meeting of the Section Officers, 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 Section Officers 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.

Paragraph 5 - Quorum

- (a) A majority of the Section Officers shall constitute a quorum.

Paragraph 6 - Voting

- (a) The action of a majority of the Section Officers 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 Officers, except where otherwise specified in these By-Laws.
- (b) Each member of the Section Officers shall have one vote.
- (c) Actions taken at a meeting of the Section Officers shall become effective immediately unless otherwise specified.
- (d) Any action required or permitted to be taken by the board may be taken without a meeting if all Section Officers individually or collectively consent in writing to such action. Such written consent shall be filed with the minutes of the Section.

ARTICLE VI - POWERS AND DUTIES OF THE SECTION OFFICERS

Paragraph 1 - General Limitations

- (a) The Section Officers shall be subject to the limitations of the Articles of Incorporation, the Corporate By-Laws, these SECTION By-Laws, 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 Section Officers.
- (b) The Section Officers 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 Officers may, upon approval by the Board of Directors, coordinate 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 Officers 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 Officers 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.

ARTICLE VII - POWERS AND DUTIES OF OFFICERS

Paragraph 1 - President

- (a) The President is the chief executive of the SECTION and the chairman of the Section Officers. The President shall, upon approval from a majority of Section Officers, exercise direct supervision, direction and control of the business and affairs of the SECTION, and may disburse funds to carry out SECTION business with the approval of a majority of the Section Officers.
- (b) The President shall appoint chairmen of, and have general supervision, direction and control of, all SECTION committees except the Nominating and Election Committees, respectively.
- (c) On completion of his term of office, the President shall serve one term as Director of the SECTION.
- (d) In the absence of the Director, the President shall have voting rights on the Board of Directors.

Paragraph 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 Section Officers.
- (c) On completion of his term of office, the President-Elect shall serve one term as President of the SECTION.
- (d) In the absence of the President and Director the President-Elect shall have the voting rights on the Board of Directors.
- (e) The President-Elect shall be the chairman of the Nominating and Election Committees, respectively.

Paragraph 3 - Vice-President - Supervisory and Management; also known as VP Supervisory

- (a) The Vice-President - Supervisory and Management shall be the SECTION liaison to the Corporation Meet and Confer Committee.
- (b) The Vice-President - Supervisory and Management shall serve as needed on meet and confer items developed by the Corporation Meet and Confer Committee, which will represent the general members classified as Supervisors and Managers.
- (c) The Vice-President - Supervisory and Management shall serve as an advisor to the SECTION President in matters affecting all general members classified as Supervisors or Managers.

Paragraph 4 - Vice-President - Collective Bargaining; also known as VP Rank and File

- (a) The Vice-President - Collective Bargaining, shall be the SECTION liaison to the Corporation Collective Bargaining Committee.
- (b) The Vice-President - Collective Bargaining, shall serve as needed on negotiating teams developed by the Corporation Collective Bargaining Committee for the purpose of bargaining with the employer (State of California).
- (c) The Vice-President - Collective Bargaining, shall serve as an advisor to the SECTION President in matters affecting members in the Professional Engineers Bargaining Unit.

Paragraph 5 - Vice-President - At Large; also known as VP Non – Caltrans

- (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 Corporation 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 keep, or cause to be kept, written records of all the meetings of the Section Officers and of the SECTION.
- (b) The Secretary shall receive from Corporate a register showing the names of members.
- (c) The Secretary shall maintain, or cause to be maintained, the current official copies of the Articles of Incorporation, the SECTION charter, the Corporate By-Laws, and these SECTION By-Laws. These documents shall be available for inspection by any member.
- (d) The Secretary shall send, or cause to be sent, a copy of the minutes of the SECTION meetings to each Section Officer and post the minutes electronically or in hard copy upon SECTION bulletin boards for viewing by the SECTION members within thirty days from said SECTION meeting.
- (e) The Secretary shall perform such other duties as may be prescribed by the Section Officers or these By-Laws.

Paragraph 7 - Treasurer

- (a) The Treasurer shall collect and keep the funds of the SECTION in the manner prescribed by the Section Officers.
- (b) The Treasurer shall disburse the funds of this SECTION only on the approval of, and in the manner prescribed by the Section Officers.
- (c) The Treasurer shall keep, or cause to be kept, an accurate accounting of all the funds of this SECTION in a manner prescribed by the Corporate By-Laws.
- (d) The Treasurer shall prepare, or cause to be prepared, all financial reports required by the Corporate or SECTION By-Laws, the Board of Directors or the Section Officers. The out-going 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.

Paragraph 8 - Director

- (a) The Director shall, as his primary duty, serve on the Board of Directors of the Corporation.
- (b) 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.
- (c) The Director shall inform the Board of Directors on all matters of interest to this SECTION when so instructed by the Section Officers.
- (d) The Director shall promptly inform the SECTION of all actions of the Board of Directors.
- (e) The Director shall also inform the President in a written report of all matters, which require action by the SECTION. Such reporting is expected within ten days following said actions.

Paragraph 9 - General Requirements

- (a) On completions of their terms of office, the Section Officers shall turn over all books, documents, records, funds and other property of the Corporation and the SECTION to their successors.

ARTICLE VIII – OFFICERS ELECTION AND TERM OF OFFICE

Paragraph 1 - 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.
- (b) When any officer is appointed to fill a vacancy, his/her term of office shall begin with his/her acceptance of such appointment.
- (c) All terms of office shall terminate at the annual meeting of members with the election of their successors.

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.
- (c) The current President-Elect shall not be a candidate for any office.
- (d) The Vice-President - Supervisory and Management shall be designated as a Supervisor in his position of employment in California State Government.
- (e) The Vice-President - Collective Bargaining shall be designated as Rank and File in his position of employment in California State Government.
- (f) Candidates for the office of President-Elect must have served one term as any other Section Officer prior to running. Exceptions will be made by a majority vote of Section Officers.

Paragraph 3 - Nominations

- (a) The Nominating Committee should 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, signed by himself and ten members not 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 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 ballots shall be distributed to the SECTION member based on the designation of the SECTION member. The Vice-President - Supervisory and Management shall be elected only by those members classified as Supervisory or Management. The Vice-President - Collective Bargaining shall be elected only by those members classified as Rank and File.
- (c) The close of balloting for the annual election of officers shall be at least twenty days prior to the annual Corporation Meeting of the Board of Directors.
- (d) The election shall be conducted by U.S. mail or personal delivery.
- (e) 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.
- (f) In the event of a tie vote for any office, the incumbent Section Officers shall select the officers from those tied.
- (g) The SECTION members and the Secretary of the Corporation shall be promptly informed of the officers elected.

Paragraph 5 - Removal of Officers

- (a) Members may remove any SECTION officer from office substantially as provided by the Nonprofit Mutual Benefit Corporation Law for Removal of Directors.

Paragraph 6 - Vacancies

- (a) A vacancy shall exist in the event of the death, resignation, loss of membership, or removal of any officer.
- (b) If a vacancy occurs in the office of President, the Vice-President - Collective Bargaining shall immediately assume the office of the President for the un-expired term.
- (c) A vacancy will be created upon a change of status of the incumbent as provided in Article VIII, Paragraph 2, (d) and (e) for the offices of Vice-President - Supervisory and Management and / or Vice-President Collective Bargaining.
- (d) A vacancy in the office of President Elect, Vice-President - Supervisory and Management, Vice-President - Collective Bargaining, Vice-President – At Large, Secretary, Treasurer, or Director shall be filled by appointment by the President and approved by majority of the Section Officers from the membership of this SECTION.

ARTICLE IX - AMENDMENTS

Amendments to these By-Laws shall be originated and voted upon as provided in ARTICLE III - MEETINGS OF MEMBERS of these By-Laws.

ARTICLE X - PARLIAMENTARY LAW

In all questions involving parliamentary procedure, including election procedures, not covered by the Corporate By-Laws, these By-Laws, or established by the Board of Directors, or the Section Officers, the most recent editions of Robert's Rules of Order shall be the governing authority.

ARTICLE XI - VALIDITY AND DEFINITIONS

Paragraph 1 - Validity

- (a) If any provisions of these By-Laws are held invalid, the remainder of these By-Laws shall not be affected thereby.

Paragraph 2 - Construction of By-Laws: Definitions

- (a) Unless the context otherwise requires, the general provisions, rules of construction, the definitions contained in the Nonprofit Mutual Benefit Corporation Law shall govern the construction of these By-Laws.
- (b) Without limiting the generality of the foregoing, the masculine gender includes the feminine, the singular number includes the plural and the plural number includes the singular, the term "person" includes a corporation as well as a natural person.

Paragraph 3 - Conformity to Corporation Documents

- (a) In the event that any provisions of either the Corporate By-Laws or Articles of Incorporation, or any amendment thereto, conflict with these SECTION By-Laws, these SECTION By-Laws shall be automatically conformed to the Corporate Documents.