



PROFESSIONAL ENGINEERS IN CALIFORNIA GOVERNMENT

LOS ANGELES SECTION

– BYLAWS –

Revised: October 1970

Amended: July 9, 1981 (added VP, Collective Bargaining and VP, Supervisory)

Amended: September 18, 1995 (added VP, Non-Caltrans)

Amended: December 6, 1995 (conformed to Corporate Bylaws)

Amended: September 15, 2000 (authorized Executive Committee to amend Bylaws)

Amended: October 10, 2000 (reduced Executive Committee meeting quorum)

Amended: April 25, 2001 (modified succession procedure of President-Elect)

Amended: November 6, 2002 (misc. grammatical revisions)

Amended: February 13, 2003 (creation of Section Policy File; removal of Officers & Delegates)

Amended: February 27, 2003 (Executive Committee Voting during a recess)

Amended: April 7, 2003 (extended time to fill a vacancy)

Amended: July 2, 2003 (renamed VP, Non-Caltrans; added candidate qualifications and nominating petition requirements)

Amended: September 3, 2003 (provided appeal process for disqualified candidates)

Amended: November 9, 2004 (modified candidate qualifications and nominating petition requirements)

Amended: May 11, 2005 (modified succession procedure for President)

Amended: June 25, 2008 (provided for automatic resignation of delegates who do not attend three consecutive Executive Committee meetings)

Amended: July 30, 2008 (raised EC Quorum requirements and changed qualifications of Director)

Amended: September 24, 2008 (voting Bylaws amendment)

Amended: September 24, 2009 (increased number of delegates)

PROFESSIONAL ENGINEERS IN CALIFORNIA GOVERNMENT

LOS ANGELES SECTION

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ARTICLE I - THE SECTION

The name of this section shall be THE LOS ANGELES 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 17th day of September 1966 to provide for convenient meetings of the Corporation's members and to permit greater participation in the task of accomplishing the objective 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

This SECTION shall judge the qualifications of applicants, enroll qualified persons and collect SECTION dues required from members in the area covered in the SECTION charter.

Paragraph 3 - SECTION Dues

- (a) Required dues for this SECTION are payable at the same time and in the same manner as dues are payable in Section 3, 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.

ARTICLE III - MEETINGS OF MEMBERS

Paragraph 1 - Regular SECTION Meetings

- (a) The annual meeting of the members shall be held in the first two weeks 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.

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 membership, or ten 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 meetings 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 hour of the meeting, and for a special meeting, 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 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 ten 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 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) Actions taken at a meeting of members become effective immediately unless otherwise specified.
- (g) 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 and Delegates.

Paragraph 2 - Officers

The Officers of the SECTION shall be the President; the President Elect; the Vice President (Collective Bargaining); the Vice President (Supervisory and Management); the Vice President (At Large); the Secretary; the Treasurer; and the Director.

Paragraph 3 - Delegates

The number of Delegates shall be an even number based on the present SECTION membership in these proportions:

<u>Total Membership</u>	<u>Delegates</u>
1 through 100	2
101 through 175	4
176 through 250	6
251 through 325	8
326 through 400	10
401 through 475	12
476 through 550	14
551 through 625	16
626 through 700	18
701 through 775	20
776 through 850	22
851 through 925	24
926 through 1000	26
1001 through 1075	28
1076 through 1150	30
1151 through 1225	32
1226 through 1300	34

<u>Total Membership</u>	<u>Delegates</u>
1301 through 1375	36
1376 through 1450	38
1451 through 1525	40
1526 through 1600	42
1601 through 1675	44
1676 through 1750	46
1751 through 1825	48
1826 through 1900	50
etc.	etc.

Paragraph 4 - Permanent Committees

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

Paragraph 5 - Other Committees

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

Paragraph 6 - 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 - Organizations and Budget Meetings

- (a) The Executive Committee shall hold an organizational meeting within fifteen 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 adopt a budget for SECTION activities for the following calendar year.

Paragraph 2 - Other Regular Meetings

Other 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 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 not duly held 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 of approvals shall be filed with the SECTION records or made part of the minutes of the meeting.

Paragraph 6 - Quorum

A minimum of twenty (20) 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.
- (d) Voting held during a recess may be conducted by U.S. mail, personal delivery or electronic mail, and 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 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.
- (d) The Executive Committee shall have the authority to make and amend SECTION Bylaws as provided in Article IX.

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 evidence 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 resolution of the Executive Committee.

Paragraph 4 - Section Policy File

- (a) The policies established by the Executive Committee shall be contained in a SECTION Policy File. The file shall include approved and established Section policies, practices and procedures as well as other material deemed appropriate by the Executive Committee.
- (b) The Chair of the Policy and Bylaws Committee shall be responsible for maintaining the SECTION Policy File current.
- (c) The SECTION Policy File may be amended by a two-thirds (2/3) vote of the Executive Committee present.

ARTICLE VII - POWERS AND DUTIES OF OFFICERS AND DELEGATES

Paragraph 1 - President

- (a) The President is the chief executive of the SECTION and the chairman of the Executive Committee. The President shall, upon authorization of the Executive Committee, exercise direct supervision, direction, and control of the business and affairs of the SECTION.
- (b) The President shall appoint chairmen of, and have general supervision, direction and control of all SECTION committees except the Nominating Committee.

Paragraph 2 – President Elect

- (a) The President Elect shall act as Vice President and assistant to the President.
- (b) On completion of his term of office, the President Elect shall serve one term as President.

Paragraph 3 - Vice President (Collective Bargaining)

The Vice President (Collective Bargaining) shall serve as the SECTION's member on the Corporation's 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.

Paragraph 4 - Vice President (Supervisory and Management)

The Vice President (Supervisory and Management) shall serve as the SECTION's member on the Corporation's 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.

Paragraph 5 - Vice President (At Large)

The Vice President (At Large) shall advise and counsel the President and the Executive Committee on issues, problems, impacts, or ideas relative to the non-Caltrans members of the SECTION.

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 upon request.
- (c) The Secretary shall keep, or cause to be kept, a register showing the names of members. Any changes therein shall be delivered to the Secretary of the Corporation as provided in the Corporate Bylaws.
- (d) 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.
- (e) The Secretary shall perform such other duties as may be prescribed by the Executive Committee or these Bylaws.
- (f) The Secretary shall maintain a permanent file in which one copy of all pertinent material shall be stored.

Paragraph 7 - Treasurer

- (a) The Treasurer shall collect and keep the special funds of the SECTION in the manner prescribed by the Executive Committee.
- (b) The Treasurer shall disburse the special funds of this SECTION only on the approval of, and in the manner prescribed by the Executive Committee.
- (c) The Treasurer shall keep, or cause to be kept, an accurate accounting of all the special funds of this SECTION.
- (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 Executive Committee.

Paragraph 8 - Delegates

A Delegate shall, as his primary duty, serve on the Executive Committee. He shall work toward achieving the objectives of the SECTION for the benefit of all its members.

Paragraph 9 - Director

- (a) The Director shall, as his primary duty, serve on the Board of Directors of the Corporation. He 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.

Paragraph 10 - General Requirements

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

ARTICLE VIII - OFFICERS (ELECTION AND TERM OF OFFICE)

Paragraph 1 - Election

The SECTION Officers and Delegates shall be elected annually from the SECTION membership; provided, however, that the Vice President (Supervisory and Management) shall be elected only by those members designated as Supervisory or Management, that the Vice President (Collective Bargaining) shall be elected only by those members designated as Rank and File, and that the Vice President (At Large) shall be only elected by non-Caltrans members.

Paragraph 2 - Term of Office

- (a) Officers and Delegates 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) When a President Elect or Director is elected to fill a vacancy, his term of office shall begin immediately after such election.
- (c) When any officer or Delegate is appointed to fill a vacancy, his term of office shall begin with his acceptance of such appointment.
- (d) All terms of office shall terminate at the annual meeting of members following the next annual election, except when the President Elect is filling a vacancy in the office of President.

Paragraph 3 - Qualifications

- (a) All candidates shall be members in good standing of this SECTION and shall have been PECG members for at least one year.
- (b) No one may be a candidate for more than one office at any election.
- (c) Any candidate that is the subject of an adverse action or has filed a grievance or complaint within the past six (6) months shall be considered ineligible for office.
- (d) The Vice President (Collective Bargaining) shall be designated as Rank and File in his position of employment in California State government.
- (e) The Vice President (Supervisory and Management) shall be designated as Supervisory and Management in his position of employment in California State government.
- (f) The Vice President (At Large) shall be employed in a California State department or agency other than Caltrans.
- (g) Candidates for President Elect or President shall have completed one full term as a SECTION Officer prior to taking office. Candidates for all other offices except Delegate shall have completed one full term as a SECTION Delegate prior to taking office.
- (h) Candidates for Director shall have completed one full term as a SECTION President prior to taking office.
- (i) Any candidate that has taken or proposed actions contrary to the best interests of the SECTION and Corporation in achieving their objectives shall be considered ineligible for candidacy.

Paragraph 4 - Nominations

- (a) The Nominating Committee shall provide at least two candidates for each office.
- (b) The Nominating Committee shall secure the consent 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-five days (25) prior to the close of balloting.
- (d) Any other SECTION members seeking candidacy for office shall submit to the Nominating Committee a nominating petition, signed by himself and at least ten (10) other members, no later than thirty (30) 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. If the Nominating Committee deems the member not qualified for the office sought, it shall notify the member no later than twenty-seven (27) days prior to the close of balloting. The Nominating Committee shall also inform the member that they may appeal the decision to the Executive Committee. The prospective candidate shall have until twenty-three (23) days prior to the close of balloting to appeal. The Executive Committee shall meet no later than twenty (20) days prior to the close of balloting to review all such appeals. The decision of the Executive Committee shall be final.

Paragraph 5 - Election Procedures

- (a) The Election Committee shall distribute ballots containing the names of all qualified candidates, to each SECTION member as provided in Paragraph 1 of this Article, no later than ten (10) days prior to the close of balloting.
- (b) The close of balloting for the annual election of Officers and Delegates shall be September 15. For a special election to fill a vacancy, the close of balloting shall be no later than sixty- (60) days after such vacancy occurs.
- (c) The election shall be conducted by U.S. mail 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 or Delegate from those tied.
- (f) The Election Committee shall promptly inform the SECTION members and the Secretary of the Corporation of the Officers and Delegates elected.

Paragraph 6 - Removal of Officers and Delegates

Any SECTION Officer or Delegate may be removed from office using either subparagraph 6(a) or 6(b) below.

- (a) Any SECTION Officer or Delegate may be removed from office by the membership of the SECTION by a majority vote in a removal initiated by a majority of the entire Executive Committee or by a petition signed by at least 20% of the SECTION members. The vote may be conducted at a meeting of the membership, by US mail, or personal delivery. Notwithstanding Article III, Paragraph 6, any removal vote by the membership shall be valid only if the number of members casting valid ballots equals or exceeds the number of ballots cast in the election of the SECTION Officer or Delegate subject to removal.
- (b) Any SECTION Officer or Delegate may be removed from office by the Executive Committee upon a good faith finding by a two-thirds (2/3) vote of the entire Executive Committee that his or her actions or proposed actions are contrary to the best interests of the SECTION and Corporation in achieving their objectives. The SECTION Officer or Delegate facing removal shall be apprised of the proposed action and shall be given an opportunity to respond to the Executive Committee prior to the removal vote. The removal vote of the Executive Committee shall be conducted by secret ballot.
- (c) If any SECTION Officer other than President is removed pursuant to this Paragraph, then, notwithstanding Paragraph 7, the vacancy shall be filled by special election as provided in this Article.
- (d) A Delegate shall attend Executive Committee meetings on a regular basis. Failure to attend three (3) consecutive meetings shall constitute automatic resignation, unless absences have prior approval from the Executive Committee. Vacancy may be filled as provided in this Article.

Paragraph 7 - Vacancies

- (a) A vacancy shall exist in the event of the death, resignation, loss of membership, or removal of any Officer.
A vacancy shall exist of the offices of Vice President (Collective Bargaining), or Vice President (Supervisory and Management), and Vice President (At Large) upon a change of designation of the incumbent as provided in Article VIII, Paragraph 3(d), (e) and (f), respectively.
- (b) If a vacancy occurs in the office of President, the most recent past President, or most recent past Director if no past President is eligible, currently serving on the Executive Committee shall, upon his consent, assume the office for the unexpired term. In the event no past President or Director is eligible to fill such a vacancy, the President Elect shall immediately assume the office of President for both the unexpired term and his regular term as President.
- (c) A vacancy in the office of President Elect or Director shall be filled by a special election as provided in this Article. A vacancy in the office of President Elect created by his succession to fill a vacancy in the office of President shall not be filled. However, a vacancy created by any other reason shall be filled by special election.
- (d) A vacancy in the office of Vice-President (Collective Bargaining); Vice-President (Supervisory and Management); Vice-President (At Large); Secretary; Treasurer or Delegate shall be filled by the Executive Committee from the membership of this SECTION.
- (e) SECTION members seeking to fill a vacancy in the office of Delegate shall submit a signed application and nominating petition, signed by himself and at least ten (10) other members, at least seven (7) days prior to consideration of appointment. This requirement may be waived by a two-thirds (2/3) vote of the Executive Committee present.

ARTICLE IX -AMENDMENTS

These Bylaws may be amended or repealed by a two-thirds (2/3) vote of the Executive Committee present. Amendments to these Bylaws may be originated either by the Executive Committee or by a petition signed by at least ten percent (10%) of the Section members.

ARTICLE X -PARLIAMENTARY LAW

In all questions involving parliamentary procedure, including election procedures, the governing authority shall be, in order, the Corporate Bylaws, these Bylaws, the Board of Directors, the SECTION Executive Committee, or the most recent edition of *Robert's Rules of Order Newly Revised*.

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

Paragraph 2 - Construction of Bylaws; Definitions

a. 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.

b. Absolute Supermajority vote: 2/3 vote of the entire Executive Committee.

Simple Supermajority vote: 2/3 vote of the Executive Committee present at any meeting at which there is a quorum.

Absolute majority vote: More than one half vote of the entire Executive Committee.

Simple majority vote: More than one half vote of the Executive Committee present at any meeting at which there is a quorum.

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 Bylaws.