

# FORT SUTTER SECTION BYLAWS

## ARTICLE I -THE SECTION

The name of this section shall be Fort Sutter Section, hereinafter call "SECTION." This SECTION is an integral unit of PROFESSIONAL ENGINEERS IN CALIFORNIA GOVERNMENT, hereinafter called the "Corporation." The Board of Directors (Board) of the Corporation established this SECTION on October 1~, 1972, 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 -Eligibility and Rights

All members of the Section are members of the Corporation and the types, eligibility, enrollment, rights and termination of membership shall be identical to those set forth in the Bylaws of the corporation, hereinafter called "Corporate Bylaws."

### Paragraph 2 - Payment of Dues

- (a) SECTION members shall pay Corporation dues as required in ARTICLE II -Membership of the Corporate Bylaws.

### Paragraph 3 -Section Dues

- (b) SECTION dues or assessments, or changes thereto, must be approved by a majority of SECTION MEMBERS.

## ARTICLE III -MEETINGS OF MEMBERS

### Paragraph 1 -Regular Meetings

- (a) An Annual Meeting of the members shall be held within the 30 day period prior to the Annual Organizational Meeting of the Board of Directors 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 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 of at least ten percent of the 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 by balloting by U.S. Mail or personal delivery as designated by an 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, then 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 have 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 at least 10 per cent of the SECTION membership.
- (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.
- (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 when the business is conducted by U.S. Mail or personal delivery.
- (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 President Elect, Vice President Rank and File, Vice President Supervisory , the Secretary , the Treasurer, and the Director .
- (b) All officers, except the President and the Director, shall be elected at the annual election for a term of one year beginning at the annual meeting of the members following such election.
- (c) At the end of the term in which the officer was elected to the office of President Elect, the officer shall assume the duties of the office of President for a term of one year .
- (d) At the end of the term in which an officer served as President, the officer shall assume the

duties of the office of Director for a term of one year.

- (e) When an appointment is made to fill the SECTION office of Secretary or Treasurer or representative-at-large position, the term of office shall begin immediately upon acceptance of that appointment.
- (f) 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 SECTION office at any election.

#### Paragraph 3 – Nominations

- (a) The Nominating Committee shall nominate for each office one or more candidates.
- (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 himself and at least ten other members, 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.

#### Paragraph 4 - Election Procedures

- (a) The Election Committee shall distribute campaign statements and ballots containing the names of all qualified candidates, to each SECTION member, no later than ten days prior to the close balloting.
- (b) The close of balloting for the annual election of officers shall be the last 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 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 by secret ballot from those tied.
- (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 of Representative-at-large from office substantially as

provided by the California Nonprofit 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 or representative-at-large. A vacancy in the office of the President Elect will 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 President, the President Elect shall immediately assume the office of the President for the unexpired term and the subsequent term.
- (c) A vacancy in the office of Director shall be filled by the President for the unexpired portion of the term and the subsequent term.
- (d) A vacancy in the office of Vice President Rank and File, Vice President Supervisory , Secretary or Treasurer shall be filled for the unexpired portion of the term of the vacant office by the Executive Committee from the membership of the SECTION .

#### Paragraph 7 - Representative-at-Large (RAL)

- (a) SECTION members will be served by representatives-at-large in addition to SECTION officers. The number of representative-at-large positions will be determined and appointments thereto made by the elected officers of the SECTION. Any RAL may be removed at any time by a majority vote of the SECTION Executive Committee.
- (b) The SECTION President may make appropriate temporary appointments of RAL if a RAL appointed by the Executive Committee is temporarily unable to fulfill the responsibilities of his or her position.

### ARTICLE V- ORGANIZATION

#### Paragraph 1 - Executive Committee

- (a) The Executive Committee of the SECTION shall consist of:
  - 1. The SECTION officers
  - 2. All duly appointed RAL

#### Paragraph 2 - Permanent Committees

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

#### Paragraph 3 - 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 4 – Staff

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

## ARTICLE VI MEETINGS OF THE EXECUTIVE COMMITTEE

### Paragraph 1 -Organization 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 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 made known 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 a 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.

## ARTICLE VIII -POWERS AND DUTIES OF OFFICERS

#### 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 by 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 and Election Committee.
- (c) The President is hereby designated as the first alternate Director to exercise all powers and perform all duties of the Director in the case that the Director is unable, for any cause, to exercise those powers and perform those duties.

#### 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 is hereby designated as the second alternate Director to exercise all the powers and perform all the duties of the Director in the case that the Director and President are unable, for any cause, to exercise those powers and perform those duties.
- (c) The President Elect shall perform such other duties as may be prescribed by the President of the Executive Committee.

#### Paragraph 3 - Vice President Rank and File

- (a) The Vice President Rank and File shall be elected by the bargaining members of the SECTION.
- (b) The Vice President Rank and File shall represent the SECTION at Collective Bargaining Committee meetings.
- (c) The Vice President Rank and file shall serve as an advisor to the President on collective bargaining matters affecting SECTION members.

#### Paragraph 4 - Vice President Supervisory

- (a) The vice President Supervisory shall be elected by SECTION members designated as management or Supervisory .
- (b) The Vice President Supervisory shall represent the SECTION at Supervisory and Management Committee meetings.
- (c) The Vice President Supervisory shall serve as an advisor to the President in matters affecting SECTION members designated as supervisors or managers.

#### Paragraph 5 – Secretary

- (a) The Secretary 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 meetings 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 shall keep, or cause to be kept, a register showing the names of members and their addresses. A copy of the register and any changes therein 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, Corporate Policy Pile 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 6 – 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 caused to be kept, an accurate accounting of all the special funds of this SECTION in a manner prescribed by the Board or Corporate Bylaws.
- (d) The Treasurer shall prepare, or cause to be prepared, all financial reports required by the Corporate or SECTION Bylaws, the Board or the Executive Committee.

#### Paragraph 7 – Director

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

#### Paragraph 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 SECTION to their successors.

#### ARTICLE IX- AMENDMENTS

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

#### ARTI CLE 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 -REPORTS TO MEMBERS

The Executive Committee shall cause to be sent to the members annually a report of the activities of the Section for the preceding year and an itemized account of the SECTION'S funds, showing the source 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 remainder of these Bylaws shall not be affected thereby.

### Paragraph 2 - Construction of Bylaws: Definitions

Unless the context otherwise requires, the general provisions, rules and construction, and definitions contained in the California Non-Profit 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.