



**PROFESSIONAL ENGINEERS  
IN CALIFORNIA GOVERNMENT**

**San Diego Section  
Bylaws**



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**PROFESSIONAL ENGINEERS IN CALIFORNIA GOVERNMENT**

**SAN DIEGO SECTION BYLAWS**

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# **PROFESSIONAL ENGINEERS IN CALIFORNIA GOVERNMENT**

## **SAN DIEGO SECTION BYLAWS**

### **ARTICLE I - THE SECTION**

The name of this section shall be the San Diego Section, hereinafter called the "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 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**

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**

This SECTION may judge the qualifications of applicants for enrollment in the SECTION.

**Paragraph 3 - Section Dues**

SECTION dues or assessments must be approved by a majority of SECTION members.

**Paragraph 4 - Termination of Membership**

Membership shall terminate or cease upon any of the conditions outlined in Article II, Section 5 of the Corporate Bylaws.

**ARTICLE III. MEETINGS OF MEMBERS**

**Paragraph 1 - Regular Meetings**

- (a) The annual installation of SECTION Officers will take place at the SECTION's Annual Meeting of the members, to be held within the thirty-day period prior to the annual CORPORATION meeting of the Board of Directors in accordance with Article III, Section 1 of the Corporate Bylaws. SECTION business other than the installation of SECTION Officers may be conducted at this 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 by majority vote of the SECTION Officers, or shall be held upon signed petition of at least five percent (5%) 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 ten 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 not less than ten days prior to a meeting.
- (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.
- (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, hour and the exact location of all meetings of members shall be designated by the SECTION President within time limits set by the SECTION Officers.
- (b) Meetings of the members may be conducted by secret ballot by U.S. Mail. Such meetings shall be conducted in accordance with the rules and time

limits established by the Section Officers.

- (c) 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 the receipt of the completed petition by the SECTION Officers.

**Paragraph 5 - Quorum at Meetings**

- (a) At the annual meeting, a regular meeting, or special meeting of the members of the SECTION, those members present at the meeting shall constitute a quorum for the transaction of business.
- (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 VII, 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 persons whose names are registered as members on the books of the CORPORATION 10 days before any meeting of the members or 10 days before the mailing of the ballots shall be entitled to vote or act on any 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 or by a majority of those returning valid ballots when the business is conducted by secret ballot except that approval of

action under Article VIII shall require a vote of two-thirds (2/3) of those present or returning ballots.

- (d) Actions taken at a meeting of members become effective immediately unless otherwise specified.
- (e) Mail ballots shall be opened, counted, tabulated, and the results posted in a manner prescribed by the SECTION Officers, except as otherwise provided in these Bylaws.

## **ARTICLE IV - ORGANIZATION**

### **Paragraph 1 - Officers**

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

### **Paragraph 2 - Nominations and Elections Committee**

The Nominations and Elections Committee consisting of at least three, but not more than seven members, shall be chosen from the SECTION membership by the President and the SECTION Officers. The President shall choose one member and the SECTION Officers shall choose the other members with the SECTION Officers choosing the number of members on the Nominations and Elections Committee.

### **Paragraph 3 - Other Committees**

The President, with the approval of the SECTION Officers, may create other committees. Committee chairs and members shall be appointed by the President from the SECTION Membership with the approval of the SECTION Officers and shall serve at the pleasure of the SECTION Officers. All actions of these committees are subject to the approval of the SECTION Officers.

## **ARTICLE V - MEETINGS OF THE SECTION OFFICERS**

### **Paragraph 1 - Budget Meetings**

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. This meeting shall serve as a regular meeting of the SECTION Officers.

### **Paragraph 2 - Regular Meetings**

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**

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 - Notice of Meetings**

Notice of the time and place of meetings shall be given to each SECTION



Officer by the Secretary or designee in advance of the meeting by fax, E-mail, mail, telephone, or personal contact. 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 is 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 majority of the SECTION Officers shall constitute a quorum. A SECTION Officer is present at any meeting where participating by telephone in a manner that the SECTION Officer can hear and be heard by the other SECTION Officers.

**Paragraph 6 - Actions without a Meeting**

Any action required or permitted to be taken by the SECTION Officers 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.

**Paragraph 7 - 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 Bylaws.

- (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) Voting shall be either in person, by written ballot, by voice, by show of hands, or may be by telephone conference call.

## **ARTICLE VI - POWERS AND DUTIES OF THE SECTION OFFICERS**

### **Paragraph 1 - General Limitations**

The SECTION Officers 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 SECTION Officers.
- (b) The SECTION Officers shall have the authority, when delegated to the SECTION by the Corporate 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 Corporate 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 reasonable 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 two of four present designated Officers , or either the Treasurer or President of the SECTION.

**Paragraph 4 - 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 Nominations and Elections Committee.

- (c) In the absence of the Director, the President shall have voting rights on the Board of Directors

**Paragraph 5 - 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.

**Paragraph 6 - Vice-President - Supervisory and Management; also known as VP Supervisory**

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 7 - Vice-President - Collective Bargaining**

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 8 – Vice President – At Large**

The Vice President (At Large) shall serve as an advisor to the SECTION President on matters affecting non-Caltrans members of the SECTION.

**Paragraph 9 - 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 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.
- (c) 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 within thirty days from said SECTION meeting.
- (d) The Secretary shall perform such other duties as may be prescribed by the SECTION Officers or these Bylaws.

**Paragraph 10 - 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 Bylaws.

- (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 Officers. The out-going Treasurer shall submit a complete written financial report at or prior to the SECTION's Annual Meeting, showing the sources of income and classes of expenditures with the amounts thereof for the preceding year.

**Paragraph 11- Director**

- (a) The Director shall, as his 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 SECTION Officers.
- (c) The Director shall promptly inform the SECTION of all actions of the Corporate Board of Directors.

**Paragraph 12 - General Requirements**

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 VII - 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 SECTION's 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 or her term of office for the remainder of the unexpired term shall begin with acceptance of such appointment.
- (c) All terms of office shall terminate at the SECTION's Annual Meeting of members following the next annual election with the election of their successors.
- (d) The Director shall hold office by succession from the office of President at the end of the term of presidency upon recommendation by vote of a majority of the SECTION Officers. This vote shall occur during or prior to the SECTION's nomination process. Should a majority of the SECTION Officers vote not to recommend the President become Director, the office of Director shall be filled by utilizing the SECTION's nomination and election procedures.
- (e) The President shall hold office by succession from the office of President Elect.

### **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 or her position of employment in California State Government.
- (e) The Vice-President - Collective Bargaining shall be designated as Rank and File in his or her position of employment in California State Government.
- (f) The Vice-President At Large shall be a non-Caltrans member.
- (g) Candidates for the office of Director must have served at least one term as the SECTION President prior to the individual being placed on the ballot.
- (h) A candidate for the office of President-Elect shall have prior experience as an officer in the SECTION (shall be an active officer of the SECTION before being qualified for the office of President-Elect.)

**Paragraph 3 - Nominations**

- (a) The Nominations and Elections Committee shall endeavor to provide at least two candidates for each office.
- (b) The Nominations and Elections Committee shall secure the consent of and judge the qualifications (listed in Paragraph 2 of this Article) of all candidates the committee chooses to place on the ballot. The close of nominations shall be two weeks after the deadline for submitting petitions.
- (c) All candidates shall be members in good standing of this SECTION and



shall have been PEEG members for at least one year.

- (d) Any candidate that has taken or proposed actions contrary to the best interests of the SECTION and CORPORATION, as determined by two-thirds of the SECTION Officers, shall be considered ineligible for candidacy.
- (e) Any SECTION member, seeking candidacy for office, shall submit to the Nominating Committee a nominating petition, signed by the petitioner and ten members eligible to vote not later than sixty (60) 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 Nominations and Elections Committee shall distribute, or cause to be distributed, ballots containing the names of all qualified candidates, to each SECTION member, no later than 20 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. The Vice-President-At Large shall be elected only by non-Caltrans members.
- (c) The close of balloting for the annual election of Officers shall be at least 45

days prior to the annual CORPORATION meeting of the Board of Directors. The close of balloting is defined as the day that all ballots must be postmarked by.

- (d) The election shall be conducted by U.S. mail.
- (e) The Nominations and Elections 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.
- (h) All ballots shall have a watermark or other unique element to prevent copying and duplication of ballots. PEGG Corporate will match all signatures on outside of ballot envelope against official signatures of members kept on file. PEGG Corporate will count the total number of ballots with confirmed signatures and will inform current Section officers and members of the Nominations and Election Committee ("NEC") of that number before sending the ballots back to PEGG San Diego for final counting.
- (i) The ballot box will be sent to a California government agency to be designated by the members of the NEC. The box shall be addressed to

the attention of “PECG Nominations and Election Committee.” The signatures of the Chair of the NEC and at least one other committee member shall be required by mailroom personnel in order to release the custody of the box. The NEC shall inform mailroom personnel of this requirement before asking PECG Corporate to send the ballot box.

- (j) The time of pick-up and signature for release of custody of the ballot box will be coordinated before PECG Corporate is asked to send the box. All members of the NEC will be informed of the time of pick-up, which will be followed on that same day by the official counting of the ballots. Members of the Nominations and Elections Committee present for the counting of ballots shall sign a certification of the ballot count.

#### **Paragraph 5 - Removal of Officers**

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

#### **Paragraph 6 - Vacancies**

- (a) A vacancy shall exist in the event of death, resignation, loss of membership, removal in accordance with paragraph 5 above, or an officer’s absence from work for more than 31 consecutive calendar days for reasons other than vacation, annual leave or sick leave
- (b) 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.

- (c) If a vacancy occurs in the office of President, the President-Elect shall immediately assume the office of the President for the un-expired term and shall subsequently serve his or her regular term the following year as President.
- (d) 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.
- (e) A vacancy in the office of President Elect, Secretary, Treasurer, Vice-President - Supervisory and Management, Vice-President - Collective Bargaining, Vice President – At Large or Director shall be filled by appointment by the President and approved by majority of the SECTION Officers or by special election if decided by the majority of the remaining SECTION Officers.

#### **ARTICLE VIII - AMENDMENTS**

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

## **ARTICLE IX – 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 Officers, the most recent edition of Robert's Rules of Order shall be the governing authority.

## **ARTICLE X - VALIDITY AND DEFINITIONS**

### **Paragraph 1 - Validity**

If any provisions of these Bylaws are 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 of construction, the definitions contained in California Law shall govern the construction of these Bylaws. 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**

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.