



## **SACRAMENTO SECTION**

**– BY LAWS –**

August 5, 1991  
Amended September 26, 2002  
Amended March 22, 2006  
Amended February 16, 2012

## Table of Contents

– BY LAWS –	1
ARTICLE I – THE SECTION	4
ARTICLE II – MEMBERSHIP	4
Paragraph 1 – Qualification and Rights	4
Paragraph 2 – Enrollment and Payment of Dues	4
Paragraph 3 – SECTION Assessments	4
ARTICLE III – MEETINGS OF MEMBERS	4
Paragraph 1 – Regular Meetings	4
Paragraph 2 – Special Meetings	5
Paragraph 3 – Notice of Meetings	5
Paragraph 4 – Time and Place of Meeting	5
Paragraph 5 – Quorum at Meeting	5
Paragraph 6 – Voting at Meeting of SECTION Members	6
ARTICLE IV – ORGANIZATION	6
Paragraph 1 – Executive Committee	6
Paragraph 2 – Officers	6
Paragraph 3 – Permanent Committees	6
Paragraph 4 – Other Committees	7
Paragraph 5 – Staff	7
ARTICLE V – MEETING OF THE EXECUTIVE COMMITTEE	7
Paragraph 1 – Organization and Budget Meetings	7
Paragraph 2 – Other Regular Meetings	7
Paragraph 3 – Special Meetings	7
Paragraph 4 – Notice of Special Meetings	7
Paragraph 5 – Waiver of Notice	8
Paragraph 6 – Quorum	8
Paragraph 7 – Voting	8
ARTICLE VI – POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE	8
Paragraph 1 – General Limitations	8
Paragraph 2 – General Authority	8
Paragraph 3 – Financial Authority	9
Paragraph 4 - Section Policy File	9
ARTICLE VII – POWERS AND DUTIES OF OFFICERS	9
Paragraph 1 – Director	10
Paragraph 2 – President	10
Paragraph 3 – President Elect	10
Paragraph 4 – Vice-President Collective Bargaining	10
Paragraph 5 – Vice-President Supervisory	11
Paragraph 6 – Vice President At Large	11
Paragraph 7 – Secretary	11
Paragraph 8 – Treasurer	11

Sacramento Section By-Laws (02-16-12)

Paragraph 9 – Membership Secretary ..... 12  
Paragraph 10 – General Requirements ..... 12  
ARTICLE VIII – OFFICERS – ELECTION AND TERM OF OFFICE ..... 12  
Paragraph 1 – Term of Office ..... 12  
Paragraph 2 – Qualifications..... 13  
Paragraph 3 – Nominations..... 13  
Paragraph 4 – Election Procedures ..... 14  
Paragraph 5 – Removal of Officers ..... 14  
Paragraph 6 – Vacancies..... 14  
ARTICLE IX – AMENDMENTS ..... 15  
ARTICLE X – PARLIAMENTARY LAW..... 15  
ARTICLE XI – REPORTS TO MEMBERS ..... 15  
ARTICLE XII – VALIDITY AND DEFINITIONS..... 15  
Paragraph 1 – Validity ..... 15  
Paragraph 2 – Construction of By-Laws: Definitions ..... 16  
Paragraph 3 – Conformity to Corporation Documents ..... 16

## **ARTICLE I – THE SECTION**

The name of this section shall be SACRAMENTO, hereinafter called “SECTION”. This SECTION is an integral unit of PROFESSIONAL ENGINEERS in CALIFORNIA, hereinafter called the “Corporation”. The Board of Directors of the Corporation has established this SECTION on July 28, 1965, to provide for convenient meetings of the SECTION members and to permit greater participation in the task of accomplishing the objectives of the Corporation. The SECTION shall represent all bargaining unit 9 and related employees in the Sacramento area who work for the Department of Transportation or other Departments as designated by 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 By-Laws of the Corporation, hereinafter called “Corporate By-Laws” and these SECTION By-Laws.

### **Paragraph 2 – Enrollment and Payment of Dues**

- a) Enrollment and payment of dues for all members shall be as set forth in Article II Section 3 of the Corporate By-Laws.
- b) Conditions for termination of membership shall be identical to those set forth in Article II Section 5 of the Corporate By-Laws.

### **Paragraph 3 – SECTION Assessments**

Special SECTION assessments in addition to the regular Corporation dues or any changes thereto, must be approved by a majority of SECTION members.

## **ARTICLE III – MEETINGS OF MEMBERS**

### **Paragraph 1 – Regular Meetings**

- a) The annual meeting of SECTION members shall be held within 30 calendar days prior to the Annual Organizational Meeting described in Article V Section 1 of the Corporate By-Laws. The annual meeting of SECTION members shall be considered a quarterly meeting.

## Sacramento Section By-Laws (02-16-12)

- b) Other regular SECTION meetings may be scheduled at the annual meeting by a vote of the members or by approval of the Executive Committee.
- c) Besides the annual meeting, up to three other quarterly meetings of SECTION members shall be held at times to be determined by the Executive Committee.

### Paragraph 2 – Special Meetings

- a) Special meetings of the SECTION members for any purpose may be called by the Executive Committee or shall be held upon petition of at least 5 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 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 as described in Article IV, Paragraph 1, of these SECTION By-Laws.

### Paragraph 3 – Notice of Meetings

- a) Notice of any meeting of the SECTION members shall be posted not less than ten calendar days before such a meeting.
- b) Notice of any meeting of the SECTION members shall specify the place, the day and hour of the meeting. In addition for a special meeting, the nature of the business to be transacted shall be specified.
- c) Notice of any meeting of the SECTION members to amend these SECTION By-Laws shall include the exact language of the proposed amendments.

### Paragraph 4 – Time and Place of Meeting

- a) The day and hour and the exact location of all meetings of SECTION members shall be designated by the Executive Committee.
- b) When a special meeting of the SECTION members has been called by petition of the members, the meeting or balloting must be held within 30 calendar days of receipt of the completed petition.

### Paragraph 5 – Quorum at Meeting

Sacramento Section By-Laws (02-16-12)

- a) At a general meeting of SECTION members, a quorum for transaction of SECTION business shall be provided by at least 10 percent 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 Meeting of SECTION Members

- a) Only SECTION members are entitled to vote or act on business to be transacted.
- b) No SECTION 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 SECTION 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 SECTION members become effective immediately unless otherwise specified.

**ARTICLE IV – ORGANIZATION**

Paragraph 1 – Executive Committee

The Executive Committee of the SECTION shall consist of the nine section Officers.

Paragraph 2 – Officers

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

Paragraph 3 – Permanent Committees

- a) The Nominating Committee shall be chosen from the SECTION membership by the Executive Committee. The Present-Elect shall be chairperson of the Nominating Committee. Candidates for office shall not serve on the Nominating Committee. The Nominating Committee shall handle all nominating procedures. The Nominating Committee shall be formed no later than June 1 of each year.

- b) The Election Committee shall be chosen from the SECTION membership by the President. Officers or candidates for SECTION office shall not serve on this committee. The Election Committee shall conduct all elections and shall handle all election procedures. The Election Committee shall be formed no later than June 1 of each year.

Paragraph 4 – Other Committees

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

Paragraph 5 – Staff

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

**ARTICLE V – MEETING OF THE EXECUTIVE COMMITTEE**

Paragraph 1 – Organization and Budget Meetings

- a) The Executive Committee shall hold an organizational meeting within 30 calendar 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 four days prior to such meeting if notification is

## Sacramento Section By-Laws (02-16-12)

delivered via U.S. mail or 48 hours prior to such meeting if notification is delivered via telephone, including answering machine, e-mail or personal delivery.

### 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 and approval of the minutes thereof. All such waiver, 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 SECTION By-Laws.
- 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 shall be either in person, by written ballot, by voice vote, by show of hand, or by telephone conference call.

## **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 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 Executive Committee.



Sacramento Section By-Laws (02-16-12)

- b) The Executive Committee 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 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.

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 evidences 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 Executive 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**

Paragraph 1 – 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 2 – 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 chairpersons of, and have general supervision, direction and control of all SECTION committees except the Nominating Committee.
- c) On completion of his term of office, the President shall assume the office of Director.

Paragraph 3 – President Elect

- a) The President-Elect shall act as an assistant to the President and in the absence of the President shall perform the duties of the President.
- b) The President-Elect shall be chairperson of the Nominating Committee and shall perform such other duties as may be prescribed by the President or the Executive Committee.
- c) On completion of his term of office, the President-Elect shall serve one term as President.

Paragraph 4 – Vice-President Collective Bargaining

- a) The Vice-President Collective Bargaining shall represent the SECTION on the Corporation Collective Bargaining Committee.

Sacramento Section By-Laws (02-16-12)

- b) The Vice-President Collective Bargaining shall be responsible for developing SECTION positions on collective bargaining issues, participating in the Memorandum of Understanding (MOU) ratification process, enforcing the MOU and processing grievances at the SECTION level.
- c) The Vice-President Collective Bargaining shall serve as an advisor to the President on collective bargaining issues affecting the bargaining units.

Paragraph 5 – Vice-President Supervisory

The Vice-President Supervisory shall be responsible for developing SECTION positions and advising the President on matters concerning members in supervisory and management classes.

Paragraph 6 – Vice President At Large

- a) The Vice President At Large shall represent the non-Caltrans Section Members to the Executive Committee.
- b) The Vice President At Large shall advise the President and the Board on issues, problems, impacts, or ideas relative to the non-Caltrans employees.
- c) The Vice President At Large shall work with the corporate Vice President At Large as needed.
- d) The Vice President At Large shall facilitate communication with non-Caltrans Section Members.

Paragraph 7 – Secretary

- a) The Secretary shall give, or cause to be given, notice of all meetings of the members and the Executive Committee as required by these SECTION By-Laws.
- 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 SECTION.
- 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 SECTION member.
- d) The Secretary shall perform such other duties as may be prescribed by the Executive Committee and these By-Laws.

Paragraph 8 – Treasurer

## Sacramento Section By-Laws (02-16-12)

- a) The Treasurer shall collect and keep the funds of the SECTION in the manner prescribed by the Executive Committee.
- b) The Treasurer shall disburse the 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 funds of this SECTION in a manner prescribed by the Board of Directors.
- 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 Executive Committee.

### Paragraph 9 – Membership Secretary

- a) The Membership Secretary shall be responsible for recruiting new members and processing applications for memberships.
- b) The Membership Secretary shall keep, or cause to be kept, a register showing the names of SECTION members and their addresses.

### 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 Corporation to their successors.

## **ARTICLE VIII – OFFICERS – ELECTION AND TERM OF OFFICE**

### Paragraph 1 – Term of Office

- a) The President-Elect, Vice-President, Collective Bargaining, Vice-President Supervisory, Secretary, Treasurer, Membership Secretary, and the Vice President At Large 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) The President-Elect shall immediately fill a vacancy in the office of President.
- c) When a new Director or new President Elect is elected to fill a vacancy, the term of office shall begin immediately following a selection as described in paragraph (6) of this Article.
- d) When any other officer is appointed to fill a vacancy, his/her term of office shall begin with his/her acceptance of such appointment.

## Sacramento Section By-Laws (02-16-12)

- e) All terms of office shall terminate at the annual meeting of members following the next annual election, with the President-Elect assuming the duties of the President for the next term and the President assuming the duties of Director for the next term.

### 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) All SECTION Officers may be designated as either rank and file or supervisory employees with the exception of the Vice-President Collective Bargaining who shall be designated as a rank and file employee and the Vice-President Supervisory who shall be designated as a supervisory employee.
- d) When possible, the Vice President at Large shall be employed in a State Department or agency other than Caltrans.

### Paragraph 3 – Nominations

- a) The Nominating Committee shall endeavor to provide at least two candidates for each office, one or more of whom may have qualified under paragraph (d) of this Article.
- b) The Nominating Committee shall secure the consent of and judge the qualifications of all candidates to be elected under the provisions of this Article no later than the first Friday of July.
- c) Campaign statements from candidates for SECTION office, including those who may have qualified under paragraph (d) of this Section, shall be delivered to the Chairperson of the Nominating Committee no later than the second Friday in July. The standard campaign statement format, to be determined by the Nominating Committee, shall be used by all candidates and will be provided to candidates no later than the first Friday in July.
- d) Any other SECTION member seeking candidacy for office shall submit to the Nominating Committee a nominating petition, signed by him/her and at least ten other SECTION members eligible to vote for that office, no later than the fourth Friday in June. If qualified under the provisions of this Paragraph (d), the name of the member so nominated shall be added to the ballot.

## Sacramento Section By-Laws (02-16-12)

### Paragraph 4 – Election Procedures

- a) The Election Committee shall distribute ballots containing the names of all qualified candidates and their campaign statement, to each SECTION member, no later than the fourth Friday of July.
- b) The close of balloting for the annual election of SECTION officers shall be on the second Friday of September. The PECG Corporate Office must receive all SECTION ballots no later than the second Friday of September. For a special election to fill a vacancy, the close of balloting shall be no later than thirty calendar days after such vacancy occurs.
- c) The election shall be conducted by U.S. mail.
- 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 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 from office substantially as provided by the California General 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. 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 President, the President-Elect shall assume the Office of the President for the unexpired term and his regular term as President.
- c) In the event of a vacancy in the Office of Director, the Executive Committee may either hold a special election or appoint a past Director; or request the Corporate Board of Directors to appoint a Director, per Article VII, Section 5 (b) of the CORPORATION BYLAWS to fill the vacancy.

- d) 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 a special election.
- e) A vacancy in the Office of Vice-President Collective Bargaining, Vice-President Supervisory, Secretary, Treasurer, Membership Secretary, or Representative-at-Large shall be filled by the Executive Committee from the membership.

#### **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 SECTION By-Laws, or established by the Corporate 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**

An account of the SECTION'S funds, showing the sources of income and classes of expenditures, shall be made available for inspection by any SECTION member upon request.

These Section By-Laws shall be made available for inspection by any Section member upon request.

Section members shall be informed once per calendar year, in writing or at a membership meeting that these Section By-Laws are available for inspection upon request.

#### **ARTICLE XII – VALIDITY AND DEFINITIONS**

##### Paragraph 1 – Validity

If any provision of these By-Laws is held invalid, the remainder of these By-Laws shall not be affected thereby.

Sacramento Section By-Laws (02-16-12)

Paragraph 2 – Construction of By-Laws: Definitions

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the California Nonprofit Mutual Benefit Corporation Law shall govern the construction of these By-Laws. 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 By-Laws or Articles of Incorporation, or any amendment thereto, conflict with these SECTION By-Laws shall be automatically conformed to the Corporate Documents.