

Originally Dated: September 1981
Revision History: March 2005
June 2018
July 2018
Last Modified: July 2020

The By-Laws
Inland Empire SECTION
Professional Engineers in California Government (PECG)

ARTICLE I – THE SECTION

- (a) The name of this SECTION shall be INLAND EMPIRE, 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 established this SECTION on September 17, 1966, 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 – Qualifications and Rights

- (a) All members of the SECTION are members of the Corporation and the qualifications for, and rights of membership shall be identical to those set forth in the By-Laws of the Corporation, hereinafter called “Corporate By-Laws”.

Paragraph 2 – Enrollment and Payment of Dues

- (a) This SECTION shall judge the qualifications of applicants, enroll qualified persons and collect the membership dues required from members in the area covered by the SECTION charter except as provided under the procedure for payroll deduction of dues.
- (b) Membership shall terminate upon failure to pay dues quarterly in advance, or upon a members termination of his authorization for payroll deduction of dues.
- (c) When the service is available through the employer, dues may be paid by payroll deduction.
- (d) Membership shall terminate upon failure to pay assessments when due.

Paragraph 3 – SECTION Dues

- (a) SECTION dues or assessments, or any changes thereto, must be approved by a majority of SECTION members.
- (b) Dues are payable by payroll deduction or quarterly in advance. Dues for new members shall be prorated.

ARTICLE III – MEETINGS OF MEMBERS

Paragraph 1 – Regular Meetings

- (a) The annual meeting of the members shall be held within thirty days of the close of SECTION election balloting 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 by the Executive Committee during the year.

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 (10%) of the SECTION members, or 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 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 meeting of the members shall be given in writing to all members by the Secretary, 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.
- (c) Notice of any meeting of the members to amend these By-Laws 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 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 (10%) of the SECTION membership or ten SECTION members, whichever is greater.
- (b) When the business of 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 majority of those returning valid ballots or emails when business is conducted by U.S. Mail or personal delivery or by email.
- (e) Actions taken at a meeting of members become effective immediately unless otherwise specified.

ARTICLE IV – ORGANIZATION

Paragraph 1 – Executive Committee

- (a) The Executive Committee of the SECTION shall consist of:
 - 1. The seven SECTION officers.
 - 2. The immediate past president, if not a SECTION officer.

Paragraph 2 – Officers

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

Paragraph 3 – Permanent Committee

- (a) The nominating Committee shall consist of at least three members chosen annually from the SECTION membership by the Executive Committee. Officers or candidates for office shall not serve on the Nominating Committee. The Nominating Committee shall handle all nominating procedures.
- (b) The Election Committee shall consist of at least three members chosen annually from the SECTION membership by the President-Elect. Officers or candidates for office shall not serve on this committee. The Election Committee, with direction from the President-Elect, shall conduct all elections.

Paragraph 4 – Other Committees

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

Paragraph 5 – Staff

- (b) The President may, with the approval of the Executive Committee, employ a staff of nonmembers.

ARTICLE V – 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 Meeting

- (a) 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

- (a) 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

- (a) Each member of the Executive Committee will be notified of the time and place at least five days prior to special meetings where possible.
- (b) The transaction 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 waiver, consents or approvals shall be filed with the SECTION record or made a part of the minutes of the meeting.

Paragraph 5 – Quorum

- (a) A majority of members of the Executive Committee shall constitute a quorum.

Paragraph 6 – 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 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.

ARTICLE VI – POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE.

Paragraph 1 – General Limitations

- (a) 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.
- (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.

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 at least two persons who, from time to time, shall be determined by resolution of the Executive Committee.

ARTICLE VII – POWERS AND DUTIES OF OFFICERS

Paragraph 1 – President

- (a) The President is the chief executive of the SECTION and the chairperson of the Executive Committee. The President shall, upon the 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 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 Executive committee.
- (c) On completion of his/her term of office, the President-Elect shall serve one term as President and then one term as Director.

Paragraph 3 – Vice President, Rank and File

- (a) The Vice President, Rank and File, shall serve as the SECTION's member on the Corporation 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, At-Large

- (a) The Vice President, At-Large shall serve as SECTION representative for rank and file At-Large members' grievances claims, appeals, etc.

Paragraph 5 – Vice President, Supervisory and Management

- (a) The Vice President, Supervisory and Management shall serve as SECTION's member on the Corporation 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 6 – Secretary

- (a) The Secretary shall keep, or cause to be kept, a book of minutes of all meetings of the Executive Committee and of the SECTION. For the annual meeting 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 all 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 the members and their addresses. A copy of register and any changes therein shall be delivered to the Secretary of the Corporation as provided in the Corporate By-Laws.
- (c) The Secretary shall maintain, or cause to be maintained, the current official copies of the Articles of Incorporation, the SECTION charter, the Corporate By-Laws, and these

SECTION By-Laws. These documents shall be available for inspection by any member.

- (d) The Secretary shall send, or cause to be sent, a copy of minutes of the SECTION meetings to each SECTION member, within a time period specified by the Executive Committee.
- (e) The Secretary shall perform such other duties as may be prescribed by the Executive Committee or these by-Laws.

Paragraph 7 – Treasurer

- (a) The Treasurer shall collect and forward to the Treasurer of the Corporation all Corporate dues and assessments from SECTION members in the manner provided in the Corporate By-Laws, except dues collected by payroll deduction.
- (b) The Treasurer shall collect and keep the special funds of the SECTION in the manner prescribed by the Executive Committee.
- (c) The Treasurer shall disburse the specific funds of this SECTION only on the approval of, and in the manner prescribed by the Executive Committee.
- (d) The Treasurer shall keep, or cause to be kept, and accurate accounting of all the special funds of this SECTION in a manner prescribed by the Board of Directors.
- (e) 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. The outgoing Treasurer shall give a complete finance report at the annual meeting showing the sources of income and classes of expenditures with the amounts thereof for the preceding year.

Paragraph 8 – Director

- (a) The Director shall, as his/her primary duty, serve on the Board of Directors of the Corporation. He/she 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 in writing of all actions of the Board of Directors. He/she shall also inform the President in a separate written report of all matters, which require action by the SECTION.

Paragraph 9 – General Requirements

- (a) 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 – Election

- (a) The SECTION Officers and Local 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 and that the Vice President, Rank and File shall be elected only by those members designated as Rank and File.

Paragraph 2 – Term of Office

- (a) The Officers 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 Director or President-Elect is elected to fill a vacancy, his/her term of Office shall begin immediately after such election.
- (c) When any officer is appointed to fill a vacancy, his/her term of 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.

Paragraph 3 – 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, Collective Bargaining, shall be designated as Rank and File in his/her position of employment in California State Government.
- (e) The Vice President, Supervisory and Management, shall be designated as Supervisory in his position of employment in California State Government.
- (f) A candidate shall have had held a position of a Section officer as described herein for at least one full term to be eligible to run for the office of President- Elect.
- (g) A candidate shall have had held a position of a Section President as described herein for at least one full term to be eligible to run for the office of Section Director.

Paragraph 4 – Nominations

- (a) The Nominating Committee shall provide at least one candidate for each office.
- (b) The Nominating Committee shall secure the consent of and judge the qualifications of all candidates.
- (c) The names of the candidates selected by the Nominating Committee shall be delivered to all SECTION members at least 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/herself 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 5 – Election Procedures

- (a) The Election Committee shall distribute ballots containing the names of all qualified candidates, to each SECTION member, no later than ten days prior to the close of balloting.
- (b) The close of the balloting for the annual election of officers shall be within thirty days of the close of CORPORATION election balloting. 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 the U.S. Mail, electronic ballot, 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 officers from those tied.
- (f) The SECTION members and the Secretary of the Corporation shall be promptly informed of the officers elected.

Paragraph 6 – Removal of Officers

- (a) Members may remove any SECTION officer from office substantially as provided by the California General Corporation Law for removal of Directors.

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 in the office of President- Elect will also be created by the President-Elect's succession to the office of President. A vacancy shall exist of the offices of Vice President, Rank and File, or Vice President, Supervisory and Management upon a change of designation of the incumbent as provided in Article VIII, Paragraph 3 (d) or (e).
- (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
- (c) A vacancy in the office of President-Elect shall be filled by special election as provided in this Article.
- (d) A vacancy in the office of Vice President, Rank and File; Vice President, At-Large; Vice President, Supervisory and Management; Secretary, Treasurer or Director shall be filled by the Executive Committee from the membership of this SECTION.

ARTICLE IX – AMENDMENTS

- (a) 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

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

ARTICLE XI – VALIDITY AND DEFINITIONS

Paragraph 1 – Validity

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

Paragraph 2 – Construction of By-Laws: Definitions

- (a) Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the California General 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, the term “person” includes a corporation as well as a natural person.

Paragraph 3 – Conformity to Corporation Documents

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