

BY-LAWS
OF THE
STATE ENGINEERING ASSOCIATION
CENTRAL OFFICE SECTION



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By-Laws of the State Engineering Association Central Office Section

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Article I - Name

The name of this organization shall be "State Engineering Association - Central Office Section", hereinafter referred to as the Central Office Section.

Article II - Location

The regular place of business for the Central Office Section shall be the Central Office, Department of Transportation and the Central Office, Public Service Commission of the State of Wisconsin.

Article III - Objectives

The objectives of the Central Office Section are to provide for the representation of its members on the State Engineering Association Board of Directors; further the goals and secure the interests of its members; and implement the policies and foster the objectives of the State Engineering Association as contained within Article 3 of the Association's Constitution and Article 8, Section 4 of the Association's By-Laws.

Article IV - Membership

Membership in the Central Office Section shall be determined by Article 4 of the State Engineering Association Constitution and Article I of the Association's By-Laws.

Article V - Officers

Section 1 - Executive Officers

The executive officers of the Central Office Section shall consist of a Past-President, President, Vice President, Secretary-Treasurer, and five (5) Trustees who shall constitute the Executive Board of the Section, and whose duties are set forth in these By-Laws. As per Appendix A (Organization of the Central Office Executive Board) each of the five (5) Trustees will be designated to represent a specific employing authority or group of employing authorities within the Department of Transportation's Central Office or the Public Service Commission, so as to ensure adequate representation on, and communication between, the membership and the Executive Board.

Section 2 - Employing Authority Representatives

Pursuant to Article 8, Section 8a of the State Engineering Association By-Laws, it will be a requirement that the employing authority shall contain at least one (1) Association member in order to warrant the representation by a Trustee.

In the event a so-designated employing authority does not initially contain the one (1) required member or experiences a decrease in membership at some future date, the employing authority will be represented by the Trustee of an active employing authority so-designated by the Section Board of Directors until such time that the numerical membership requirement is satisfied.

Section 3 - Eligibility

Eligibility for holding office shall be determined by the provisions of Article 1, Section 3 of the State Engineering Association By-Laws.

Section 4 - Election of Officers

- a. The President, Vice-President, and Secretary-Treasurer shall be elected from a list of candidates presented by the Nominations Committee together with nominations received from the floor at the annual membership meeting of the Central Office Section.
- b. Beginning in 2010, the President shall be elected by secret ballot at the annual membership meeting, on even-numbered years, for a term of two (2) years or until replaced by a successor. The term of office shall begin one (1) week after the election.

- c. In 2010, the Vice-President and the Secretary-Treasurer shall be elected by secret ballot at the annual membership meeting, for a term of one (1) year or until replaced by a successor. The term of office shall begin one (1) week after the election.

Beginning in 2011, the Vice-President and the Secretary-Treasurer shall be elected by secret ballot at the annual membership meeting, on odd-numbered years, for a term of two (2) years or until replaced by a successor. The term of office shall begin one (1) week after the election.

- d. Beginning in 2010, the three (3) Trustees representing Groups 1, 3, and 5 (as shown in Appendix A) shall be elected by popular vote by the membership of their respective Groups on even-numbered years. Each Trustee shall serve for a term of two (2) years or until replaced by their successor, and the term of office shall begin upon completion of the election.

In 2010, the two (2) Trustees representing Groups 2 and 4 (as shown in Appendix A) shall be elected by popular vote by the membership of their respective employing authority Groups. Each Trustee shall serve for a term of one (1) year or until replaced by their successor, and the term of office shall begin upon completion of the election

Beginning in 2011, the two (2) Trustees representing Groups 2 and 4 (as shown in Appendix A) shall be elected by popular vote by the membership of their respective Groups on odd-numbered years. Each Trustee shall serve for a term of two (2) years or until replaced by their successor, and the term of office shall begin upon completion of the election.

- e. No person shall hold more than one office at a time.
- f. No person shall hold the office of President for more than two (2) consecutive terms.
- g. No person shall hold the office of Vice-President for more than two (2) consecutive terms.
- h. No person shall hold the office of Secretary-Treasurer for more than two (2) consecutive terms.
- i. No person shall hold the office of Trustee for more than two (2) consecutive terms.
- j. The existing President shall assume the office of Past-President upon the new President taking office.

Section 5 - Filling Vacancies

- a. A vacancy in office shall be through death, promotion outside the bargaining unit, resignation, transfer, or impeachment.
- b. For the offices of the Vice-President or Secretary-Treasurer, the President shall arrange for a special election at the next annual membership meeting or special membership meeting to fill the vacancy, and shall have the Nominations Committee prepare a list of candidates.
- c. Should the office of President become vacant, the Vice-President shall temporarily assume the Presidency until a special election is held at the next annual membership meeting or special membership meeting. The Vice-President shall be one of the candidates for President.
- d. Nominations shall also be accepted from the floor immediately prior to the election.
- e. The President may appoint a temporary officer until the special election, if the appointment would assist normal operations of the Section.
- f. If a Trustee vacancy occurs, a new Trustee will be elected by popular vote of the membership of the Group represented by that Trustee.
- g. When a vacant position is filled as specified in Section 5, the officer will complete the unexpired term for that position.

Section 6 - Impeachment

- a. The President, Vice-President, and Secretary-Treasurer may be impeached upon receipt, at the annual membership meeting, of a petition signed by ten (10) percent of the Central Office Section membership, stating the reason for impeachment, provided that the petition is affirmed by two-thirds (2/3) of the voting members present at the next annual membership meeting or special membership meeting.
- b. The Secretary-Treasurer shall notify, by mail, all members of the Central Office Section stating the reason for impeachment and the date, time, and place of the membership meeting at which the vote shall be made.
- c. A Trustee may be impeached upon receipt, at a meeting of the members of the Group represented by that Trustee (as shown in Appendix A), of a petition signed by five (5) members or twenty-five (25) percent of said members, whichever is greater, stating the reason for impeachment, with final disposition dependent upon two-thirds (2/3) of the voting members present at a meeting of the members of the Group represented by that Trustee (as shown in Appendix A), of which a quorum of twenty-five (25) percent of the members are present.

In the event that the Group represented by a Trustee (as shown in Appendix A) has fewer than five (5) members, impeachment proceedings will be conducted by the Executive Board. The petition will be presented to the Executive Board and will be signed by any five (5) Central Office Section members stating the reason for impeachment, with final disposition dependent upon two-thirds (2/3) of the voting members of the Executive Board, of which a quorum of five (5) members shall be present.

Article VI - Special Duties of Officers

Section 1 - Regular Duties

All regular duties of the officers shall be as stated in current edition of "Robert's Rules of Order, Newly Revised", or as provided in the State Engineering Association Constitution and By-Laws, or these By-Laws.

Section 2 - President

- a. The President shall perform all duties assigned by the State Engineering Association Board of Directors, the Central Office Section or its Executive Board; enforce the Constitution and By-Laws of the Central Office Section; and represent the Central Office Section on the State Engineering Association Board of Directors.
- b. The president shall give timely notice to the Vice-President when he/she is to be absent from any meeting and ensure that the Vice-President will be present.
- c. The President shall, in case the Secretary-Treasurer is absent from a meeting, appoint a temporary recorder to take minutes.
- d. The President shall, by consent of the majority of the Executive Board, appoint an acting chairperson to preside at any meeting not presided over by the President or Vice-President and give the acting chairperson instructions as to the business to be transacted.
- e. The President may appoint a parliamentarian if he/she chooses.

Section 3 - Vice-President

- a. The Vice-President shall act for the President, during the President's absence, and perform the duties assigned by the President.

- b. The Vice-President shall give timely notice to the President of all absences from meetings so a temporary chairman may be appointed if both the President and Vice-President are absent.
- c. The Vice-President shall act as temporary President when the Presidency is vacant and immediately schedule a special election for the next annual membership meeting or special membership meeting.
- d. The Vice-President shall monitor the actions of the Nominations Committee and give assistance when required.

Section 4 - Secretary-Treasurer

- a. The Secretary-Treasurer shall make every effort to attend all meetings of the Central Office Section and the Executive Board, keeping complete and accurate minutes of each of the proceedings according to accepted format. In the event of a foreseeable absence, the Secretary-Treasurer shall give timely notice to the President regarding the absence and make available the current and proposed business, if appropriate, and furnish the last unread minutes if the meeting is an annual membership meeting.
- b. The Secretary-Treasurer shall file all correspondence and material received by the Central Office Section and save for future reference.
- c. The Secretary-Treasurer shall give the required notices of all meetings or proceedings as appropriate.
- d. The Secretary-Treasurer shall comply with all applicable directives and provisions of the State Engineering Association Constitution and By-Laws and the Central Office Section's Board of Directors.
- e. The Secretary-Treasurer shall furnish the Central Office Section books and records to the Central Office Section Trustees when requested to do so, and at least prior to the annual membership meeting for audit. The Secretary-Treasurer shall report all activities of the year at the annual membership meeting.
- f. The Secretary-Treasurer shall maintain a current membership roster of the Central Office Section.
- g. The Secretary-Treasurer shall forward all proposed resolutions to the Resolutions Committee and enter the finalized resolution in the minutes with disposition by the Central Office Section.

Section 5 - Trustees

- a. Trustees shall, subject to the approval of the Central Office Section, represent the membership in promoting harmony and goodwill in the interpretation of work rules; assist in initiating grievances, if necessary; and attempt to settle disputes between members or with management.
- b. Trustees will report all of their activities to the Executive Board at its next regular meeting and submit a report to the Section at the annual membership meeting, summarizing the year's activities.
- c. At least two (2) Trustees appointed by the President shall audit the books of the Central Office Section at least once annually, immediately before the annual membership meeting; periodically review the performance of the Secretary-Treasurer; prepare an auditor's report for the annual membership meeting, sending a copy to the State Engineering Association Treasurer; and sign the Section books if found correct.

Section 6 - Past-President

The Past-President shall be available to advise the President and other members of the Executive Board.

Article VII - Meetings

Section 1 -- Annual Membership Meeting

- a. The annual membership meeting will be held in January at a place and time designated by the Executive Board. There shall be at least one (1) annual membership meeting each year.
- b. The annual membership meeting shall be for the purpose of electing officers as stated in Article V.
- c. Reports of officers, committees, and other applicable reports, as well as regular business will be conducted at the annual membership meeting.
- d. Notice shall be given to all members at least ten (10) calendar days prior to the annual membership meeting stating the nature of the business, time, place, and date of meeting. A quorum of ten (10) percent of the Section members is needed.

Section 2 - Special Membership Meetings

- a. Special membership meetings may be called by the President for any stated purpose, or upon written demand of fifteen (15) percent of the membership.
- b. Notice shall be given at least three (3) calendar days prior to special membership meetings, to all Section members, stating the time, place and date of the meeting.
- c. A quorum of fifteen (15) percent of the Section membership must be present to engage in any special business.

Section 3 - Executive Board Meetings

Executive Board meetings will be held once per month at a time and place determined by a majority vote of the Executive Board or upon call by the President.

Section 4 - Committee Meetings

Committee meetings shall be at the call of the Committee Chairman or the Section President.

Article VIII - The Executive Board

Section 1 - Executive Board Membership

The Executive Board of the Central Office Section consists of the executive officers of the Central Office Section. A quorum consists of five (5) members.

Section 2 - Executive Board Duties and Authority

- a. The duties of the Executive Board shall be subject to the limitations of the State Engineering Association Constitution and By-Laws, these By-Laws, and the laws of the State of Wisconsin.
- b. The Executive Board shall have full authority and responsibility for the prudent expenditure of funds allocated to the Central Office Section for carrying out the objectives of the State Engineering Association and the Central Office Section, and will account to the Central Office Section by voucher or receipt for each expense.
- c. The funds of the Central Office Section shall be deposited in an account under the name "State Engineering Association - Central Office Section". Such account shall be kept within a financial institution located within the City of Madison and the signature of the Secretary-Treasurer or the President shall be required to complete any transaction.

- d. The Executive Board shall act in the best interest of a majority of the Central Office Section membership. The Executive Board has the authority to act for the Section in all Section business, and it must respond to the mandates and directives passed at membership meetings.
- e. When a quorum is not present at a membership meeting, the Executive Board shall hold over all business not deemed urgent until a quorum has arrived, or until the next annual membership meeting or special membership meeting. All business transacted by the Executive Board shall be binding subject to ratification by the membership at the next annual membership meeting or special membership meeting.
- f. The business of all membership meetings will be conducted in a business-like and orderly manner and will pertain to the best interests of the State Engineering Association and the Central Office Section.

Section 3 - Executive Board Regular Meetings

The regular meetings of the Executive Board shall be held once per month at a time and place determined by the majority vote of the Executive Board. However, the first meeting shall be within thirty (30) calendar days after installation of the new officers.

Section 4 - Executive Board Special Meetings

Special meetings shall be convened at the President's discretion or by a majority vote of the Executive Board members. Each Executive Board member shall be notified sufficiently in advance of the meetings as circumstances permit.

Section 5 - Executive Board Meeting Minutes

Complete and accurate minutes of the Executive Board meetings shall be taken and read into the minutes of the next annual membership meeting or special membership meeting. Business shall be conducted in a professional and orderly manner, keeping the interests of the majority of the Central Office Section in view. Members of the Central Office Section may be permitted to attend Executive Board meetings by invitation when approved by a majority of the Executive Board members, if such appearance would be in the best interest of the Section.

Section 6 - Executive Board Meetings - Attendance by Alternate

If a Section officer is unable to attend any Executive Board meeting, that officer may appoint an alternate. Said alternate shall have all the powers and responsibilities of the appointing officer for the particular meeting for which he or she is appointed.

Article IX - Committees

Section 1 - Nominations Committee

- a. The Nominations Committee shall be a committee of five (5) members, selected by the Executive Board.
- b. The duties of the Nominations Committee are to determine if an election is scheduled for the upcoming annual membership meeting; select at least one nominee for each elective office; and ensure that all nominees are duly qualified to hold office.
- c. The Vice-President shall monitor the actions of the Nominations Committee.

Section 2 - Resolutions Committee

- a. The Resolutions Committee shall be a committee of three (3) members appointed by the Executive Board.

- b. The duties of the Resolutions Committee are to receive all proposed resolutions and amendments to the By-Laws; review and consolidate similar or identical submissions, and ensure that they are in accord with the State Engineering Association Constitution and By-Laws and these By-Laws; and return the finalized proposal for presentation to the Central Office Section, with this notation, "Approved by the Resolutions Committee as to form and substance."
- c. The Secretary-Treasurer shall receive the finalized document after presentation to the Section and enter it into the minutes with appropriate disposition by the Section.
- d. The Resolutions Committee shall review the changes and amendments to the Association's Constitution and By-Laws and report as to the effects and the required changes to these By-Laws.

Section 3 - Other Committees

The President of the Section may appoint any other committee necessary for the proper operation of the Section. The duties and composition of the committee shall be stated when appointed.

Section 4 - Committees - Reports

Each committee shall make a report of its activities at the annual membership meeting.

Section 5 - Committees - Chairs

The President shall appoint one member of each committee to act as its chairperson.

Section 6 - Committees – Membership Terms

Each committee member shall serve for a period of two (2) years or until the duties of the committee have been completed. The term of office shall begin at the end of the meeting at which they were appointed.

Article X - Inconsistencies and Conflicts

Section 1 - Priority of State By-Laws

If any of the provisions of these By-Laws are inconsistent with or conflict with the provisions of the State Engineering Association Constitution and By-Laws, the Constitution and By-Laws of the State Engineering Association shall govern.

Any amendments or changes to the State Engineering Association Constitution and By-Laws which change these By-Laws shall become effective without further action of the Central Office Section.

Section 2 - Interpretation of Conflicting Section By-Laws

If any of the articles of these By-Laws are in conflict, the article having the most common sense application for the intended meaning of the interpretation shall govern.

Section 3 - Effect of Invalid Section By-Laws

Should any part of these By-Laws be invalid, the remaining parts of these By-Laws shall not be invalidated.

Article XI - Parliamentary Authority

The rules contained in the current edition of "Robert's Rules of Order, Newly Revised" shall govern the Section in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any other special or standing rules adopted by the Central Office Section.

Article XII - Amendment of By-Laws

Amendments to these By-Laws shall not conflict with the Constitution and By-laws of the State Engineering Association.

Section 1 - Resolutions Committee Approval

An amendment to these By-Laws shall be presented in writing to the Resolutions Committee for approval as to form and substance one (1) month before the annual membership meeting or special membership meeting at which the said amendment is to be presented.

Section 2 - Section Members' Approval

These By-Laws may be amended by two-thirds (2/3) vote of the voting members present at the annual membership meeting or special membership meeting at which the amendment is presented. Each Section member shall receive written notice of the amendment, date, time, and place of the annual membership meeting or special membership meeting at which the vote is to be taken at least ten (10) calendar days prior to such meeting.

Appendix A - State Engineering Association (SEA) Central Office Section Organization Chart

