

**SOCIETY OF PROFESSIONALS, SCIENTISTS, AND ENGINEERS,  
UNIVERSITY PROFESSIONAL AND TECHNICAL EMPLOYEES CWA 9119, AFL-CIO**

**BYLAWS**

**ARTICLE I: NAME**

Section 1. The name of this organization shall be the Society of Professionals, Scientists, and Engineers (SPSE), University Professional & Technical Employees (UPTE), Communication Workers of America (CWA) Local 9119, AFL-CIO.

**ARTICLE II: OBJECTIVE**

Section 1. The objectives of this local shall be to carry out on a local basis the objectives of UPTE, CWA 9119.

The objective of this Society is to bring together professionals, scientists, and engineers at the Lawrence Livermore National Laboratory for the purpose of stimulating their professional careers and enhancing their working environment.

**ARTICLE III: MEMBERS**

Section 1. All non-exclusively represented employees of the University of California Lawrence Livermore National Laboratory are eligible for membership in this organization.

Section 2. Questions of membership qualifications shall be resolved by the Membership Committee. The Membership Committee's decision may be appealed within five (5) working days to the Executive Board upon petition of at least one (1) Society member. The Executive Board's decision may be appealed within ten (10) working days upon petition of at least five (5) Society members to the general membership at the next regular Society meeting.

Section 3. Any member is considered in good standing whose dues are not over ninety (90) days delinquent.

Section 4. All members who joined SPSE-LLNL before the first general election are Charter Members.

Section 5. Members who retire but maintain their membership shall become associate members, with full rights and privileges except voting rights.

Section 6. Any person can become a honorary member of the Society upon two-thirds (2/3) vote of the entire Executive Board. No dues shall be required. Honorary members shall have no rights or privileges of the Society.

#### **ARTICLE IV: OFFICERS**

Section 1. Officers shall consist of a President, President-Elect, Secretary, Treasurer, and the Representative to the UPTE Executive Board.

Section 2. Members in good standing, except those members whose management authority is equivalent to Division Leader level or higher, may hold office in the Society. Questions of a member's management authority in this regard shall be decided by the Executive Board.

Section 3. The President shall be the directing head of the Society, shall preside over all Executive Board and membership meetings, shall carry out the policies set by the Executive Board and otherwise those duties normally assigned to that office, to appoint all standing committees except the Nominating Committee, with the concurrence of the Executive Board, and shall be an ex-officio member of all committees except the Nominating Committee.

Section 4. The President-Elect shall assist the President in directing the Society. He/she shall, in the event of the President's absence or disability, assume his/her duties. He/she shall be an ex-officio member of all committees except the Nominating Committee and shall otherwise execute those duties normally assigned to the office of President-Elect. He/she shall be President during the term of office following his/her term as President-Elect. In the event of the resignation, death or removal of the President, the President-Elect shall become President for the remainder of the term.

Section 5. The Secretary shall handle all correspondence of the Society keep a permanent record of the minutes of all Executive Board and membership meetings. He/she shall prepare, as directed by the President, the agenda for all meetings, notify members of the meeting date and place, maintain a current copy of the Society Bylaws available to all members on request, and otherwise execute those duties normally assigned to that office.

Section 6. The Treasurer shall be responsible for all financial disbursements and keep a permanent financial record of the Society. He/she shall be prepared to give a financial report at any duly called meeting, shall sign all checks of the Society, and shall perform any other duties normally assigned to that office.

Section 7. Annual installation of new officers shall be the last item of business at the January meeting.

- Section 8. The UPTE representative shall represent SPSE on the UPTE Executive Board. Should the UPTE representative be unable to attend a meeting, the President may appoint a substitute. The term of office for the UPTE representative shall be 3 years. Service of two years or longer shall constitute a full term. The UPTE representative will be elected every three (3) years starting in 2002.
- Section 9. The term of office for each officer except the UPTE representative shall be one (1) year or until the successor is installed. Service of one-half (1/2) year or longer shall constitute a full term.
- Section 10. Any officer may be removed from office in the following manner:
1. The notice of intent to remove shall be written, shall state the reason for intent, shall be signed by at least ten (10) percent of all members in good standing, and shall be sent to the Executive Board.
  2. The Executive Board shall mail a written notice to the membership of such intent to remove stating:
    1. The reason for intended removal.
    2. The date, place, and time of the meeting at which arguments will be heard, not sooner than ten (10) working days after mailing of the notice.
    3. After such meeting, ballots must be sent to the entire membership at least fifteen (15) days before the date for the vote to remove is taken.
    4. The vote on removal must be by written mailed ballots.
    5. The vote must be a three-fourths (3/4) majority of the membership voting to remove from office.
    6. The officer involved shall be notified as soon as possible of the results of such vote.
- Section 11. The Treasurer and Secretary may serve no more than two (2) consecutive terms in the same office. The President and President-Elect may not serve (2) consecutive terms in the same office.
- Section 12. Each officer shall deliver to his/her successor all materials pertaining to his/her office within ten (10) days after the installation of the successor.
- Section 13. Should the office of President-Elect become vacant during the regular term and have to be filled by appointment, the office of President must be filled by election for the next term.

## **ARTICLE V: ELECTIONS**

- Section 1. The Nominating Committee shall consist of at least five (5) members, none of whom shall be elected officers of this Society. The Nominating

Committee shall take nominee suggestions from the general membership. For each election, the Nominating Committee shall prepare a ballot consisting of at least one (1) nominee for each office up for election. The nominees shall be selected by a majority vote of the Committee. The Nominating Committee shall compile biographical information and candidate statements for all nominees to accompany the ballot.

Section 2. The annual election shall be held in November. The Nominating Committee report shall be presented by the October meeting, at which time further nominations shall be accepted from the floor. The Secretary shall send written ballots to members by November 15. Ballots must be returned to the Secretary by December 1. The Secretary shall present the sealed ballots to the chairman of the Election Committee. The Election Committee shall report the results of the election to the Secretary by December 4. The Secretary shall keep a record of the election results.

Section 3. Any vacancies that occur after the annual election shall be filled by appointment by the President until the next election. All such appointments are subject to approval by the Executive Board. The membership shall be notified within thirty (30) days of any replacement made.

Section 4. Officer candidates receiving a plurality of the votes cast shall be elected. Executive Board candidates receiving the most votes shall be elected. Tie votes shall be resolved by lot.

## **ARTICLE VI: MEETINGS**

Section 1. Regular membership meetings of the Society shall be held quarterly in January, April, July and October.

Section 2. The regular membership meeting in January shall be known as the annual meeting of the society and shall be for the purpose of installing officers, receiving reports of officers and committees, and for any other business that may arise.

Section 3. Special membership meetings may be called with notice of at least two (2) working days by the Executive Board, and the purpose of such a call must be stated in the call. Only business stated in the call shall be transacted.

Section 4. Written proxies verified by the Secretary shall be valid at all membership meetings of the Society. No more than five (5) proxies shall be held by any member at any quorum meeting. Section 5. One-fifth (1/5) of the members in good standing shall constitute a quorum at any General Membership meeting. No more than ten (10) percent of the membership as proxies shall count toward a quorum.

- Section 5. Proxies must be declared individually at the time a vote is taken. Proof of proxy must be given to the Secretary at this time.
- Section 6. All decisions made at a membership meeting shall be by majority votes except decisions to support actions taken by other organizations. A decision to support actions taken by other organizations shall require passage by a three-fourths (3/4) vote of the members present, provided at least one-half (1/2) of the entire membership is present to vote.
- Section 7. The order of business of all meetings of the SPSE-LLNL shall be as follows:
1. Reading of the minutes of the previous meeting.
  2. Treasurer's report.
  3. Secretary's report.
  4. Reports of standing committees.
  5. Reports of special committees (if any).
  6. Reports of ad hoc committees (if any).
  7. Unfinished business.
  8. New business.

## **ARTICLE VII: EXECUTIVE BOARD**

- Section 1. The Executive Board shall consist of the elected officers of the Society and six (6) members elected from the membership at large. The President of SPSE-UPTE shall act as Chairman of the Executive Board. In addition, three trustees shall be elected to three-year terms, except that in the initial election, one shall be elected for one year, one for two years, and one for three years.
- Section 2. Members in good standing, except those members whose management authority is equivalent to Division Leader level or higher, may serve on the Executive Board of the Society. Questions of a member's management authority in this regard shall be decided by the Executive Board.
- Section 3. Any Executive Board member may be removed from office by the same method as for removal of a officer of the Society prescribed in Article IV, Section 9.
- Section 4. The term of office of the six (6) elected Board members shall be two (2) years, half of the terms expiring each year. Service of one (1) year or more shall constitute a full term.
- Section 5. No Executive Board member may serve more than two consecutive terms in the same office.

- Section 6. The Executive Board shall meet at least monthly with notice of at least five (5) working days to the general membership.
- Section 7. Special Executive Board meetings may be called, with notice of at least two (2) working days to the general membership, by the President or by twenty-five (25) percent of the Board. Only business stated in the call may be transacted.
- Section 8. Emergency Executive Board meetings may be called, without notice to the general membership, by the President or by twenty five (25) percent of the Board. All reasonable efforts shall be made to notify all members of the Executive Board. Any action taken must be reaffirmed at the next regular Executive Board meeting, or it shall be deemed to be rescinded.
- Section 9. The Executive Board shall make general policy of the Society and shall inform the President of such policy so that the President may carry out those policies.
- Section 10. The Executive Board shall resolve at regular Executive Board meetings questions of Bylaws interpretation upon petition of at least five (5) Society members.
- Section 11. The Executive Board shall appoint the Nominating Committee by majority vote and shall have the power of ratification over membership of all standing committees.
- Section 12. The Executive Board shall direct the Publication Committee to inform the members of the Society at least quarterly of the business of the Society and other matters of general interest.
- Section 13. The Executive Board shall authorize the sending of a delegate(s) or representative(s) to convention or council of other societies of professional scientists and engineers or any other such congregation of interests in the State of California, where SPSE-LLNL representation is deemed important, and shall also set the limits of appropriate financial aid to be offered such delegate(s).
- Section 14. One-half (1/2) of the Executive Board shall constitute a quorum.
- Section 15. Executive Board meetings shall be open to any member in good standing of the Society.
- Section 16. The trustees shall make or cause to be made, at least annually, an audit of the local's finances, and shall report to the membership on the results of such audit. Trustees shall hold no other elected office. Audits should be held in the month of January or February.

## **ARTICLE VIII: COMMITTEES**

- Section 1. Standing committees shall be Nominating, Election, Membership, Publications, and Bylaws.
- Section 2. All standing committees, except Nominating, shall be appointed by the President and shall be subject to ratification by the Executive Board.
- Section 3. Terms of office of all standing committees shall be one (1) year.
- Section 4. Special committees authorized by the membership shall be appointed by the President and shall be subject to ratification by the Executive Board.
- Section 5. Ad hoc committees authorized by the Executive Board shall be appointed by the President and shall be subject to ratification by the Executive Board.

## **ARTICLE IX: PARLIAMENTARY AUTHORITY**

- Section 1. The rules contained in Robert's Rules of Order Revised shall govern SPSE-UPTE in all cases to which they are applicable and in which they are not inconsistent with the Bylaws or the special rules of order of this Society.
- Section 2. Society business may be conducted only when a quorum is present at the opening of each group's meetings.

## **ARTICLE X: DISSOLUTION OF THE SOCIETY**

- Section 1. Should the Executive Board upon due deliberation decide to recommend that the Society be dissolved, a full discussion of the reasons must be published in a Newsletter at least fourteen (14) days prior to a vote of the membership.
- Section 2. The Society may be dissolved by an eighty (80) percent vote of the membership in good standing present at a meeting called for this purpose provided a quorum of eighty (80) percent of the membership is present, or by an eighty (80) percent vote carried out by mail provided that eighty (80) percent of the membership in good standing returns their ballots. The exact count must be entered into the official minutes of the meeting, or if the election is held by mail, entered into the official Executive Board minutes of the meeting when the decision to recommend dissolution was made.
- Section 3. All members shall be notified by mail at least five (5) days in advance of the time, place and purpose of the meeting at which this vote is to be taken. Ballots must be mailed at least fourteen (14) days prior to the date the

ballots are due. Proof of mailing shall be entered into the official Executive Board minutes recommending this action.

Section 4. The results of the election must be announced to the membership by mail within five (5) days after the vote was taken. Proof of mailing must be added to the official minutes with the ballot count.

Section 5. The election can be disputed in the following manner:

1. A member in good standing must submit to the Executive Board a petition signed by thirty-three (33) percent of the membership in good standing. The petition must clearly state legitimate reasons for disputing the election.
2. The only grounds for dispute is the conduct of the election.
3. The petition must be filed within fifteen (15) days after the results of the vote have been announced.
4. The Executive Board shall mail notices to the membership stating that the election to dissolve is being disputed; and the date, time, and place of the meeting at which arguments will be heard.
5. If the Executive Board deems the arguments convincing and all founded by a three fourths (3/4) vote, the vote to dissolve shall be null and void and a new election held.

Section 6. The President shall be responsible over all for seeing that the dissolution follows the steps prescribed in this Article. The President may delegate responsibility for any of the procedures only to officers or members of the Executive Board.

Section 7. Upon dissolution of the Society, all property of any kind whatsoever, including securities, shall be liquidated within sixty (60) days after the vote to dissolve has been taken.

Section 8. All debts are to be paid by the Treasurer within sixty (60) days of the vote to dissolve and before any funds have been disposed of in accordance with this Article. Outstanding grievances shall be indemnified.

Section 9. No new debts may be incurred beyond fourteen (14) days after the vote to dissolve and may be only those necessary to the termination of the Society.

Section 10. All remaining moneys shall be used to create a scholarship fund in the University of California system. Eligible students will be those who have, or have had, a parent working or retired from LLNL, and are seeking careers in science and engineering.

## **ARTICLE XI: REVIEW AND AMENDMENT OF BYLAWS**

- Section 1. The Bylaws Committee shall make at least annual reviews of the Bylaws.
- Section 2. Any amendment of these Bylaws shall be submitted in writing by the Bylaws Committee on signature of ten (10) members in good standing to the Editor of the Newsletter. The Editor shall have these amendments published in the last Newsletter prior to the election. An election may occur at any time. The procedures shall be the same for the election of officers. The amendments shall then be voted on by the membership. Amendments shall be considered accepted if more than one-half (1/2) of the returned ballots vote yes.
- Section 3. The membership of SPSE-UPTE shall be informed of all changes in the Bylaws at the next regular membership meeting following adoption of the changes.