

## **Orange County Engineering Council**

### BYLAWS OF THE ORANGE COUNTY ENGINEERING COUNCIL

#### ARTICLE I

##### GENERAL INFORMATION

The Orange County Engineering Council is the umbrella organization for professional engineering and scientific societies, engineering and scientific businesses, educational institutions and individuals located in or near Orange County, California. These entities have a common desire to promote the engineering profession and to improve the image of engineers and scientists within Orange County. The Orange County Engineering Council shall hereafter be referred to as the "OCEC."

#### ARTICLE II

##### MEMBERSHIP

There shall be four groups of membership in the OCEC. These are: Engineering and Scientific Societies (Professional Societies), Engineering/Scientific Business Entities (Corporate Members), Engineering/Scientific Educational Institutions (Educational Partners), and Individuals (Members-at-Large).

Membership in the OCEC shall be open to only those qualifying entities described below and approved for membership by the Executive Committee (defined in Article III). For the purposes of qualification, the term "engineering" as referred to herein shall be defined as "the profession in which the knowledge of mathematical and physical sciences gained through study, practice, and experience is applied with judgment to the use of known materials and forces of nature for the comfort, health, safety and welfare of the mankind." Evidence of qualification shall be as evaluated by the Executive Committee from the charter, actions, roster or reputation of the candidate organizations and individuals.

The Engineering and Scientific Societies (Professional Societies) involved in promoting the profession of engineering as defined above and having a substantial membership in Orange County may be become members of the OCEC upon approval of a two-thirds vote of the Executive Committee.

The Business Entities (Corporate Members) having offices or interests in or near Orange County, and involved in engineering businesses where the profession of engineering is practiced as defined above, are qualified to become members of the OCEC.

These corporations may, upon approval of a two-thirds vote of the Executive Committee, become members of the OCEC.

The Engineering/Scientific Educational Institutions (Educational Partners) involved in teaching engineering or related scientific principles and practices as defined above and having campuses in or near Orange County, may upon approval of a two-thirds vote of the Executive Committee, become members of the OCEC.

In order to maximize opportunities for direct participation in the OCEC, Business Entities with multiple offices in or near Orange County, Engineering and related Scientific societies with multiple chapters or sections in or near Orange County, and Educational Institutions with multiple campuses in or near Orange County can enroll as separate location-based OCEC members.

An individual who is involved in the profession of or related scientific field, and who resides or works in Orange County may, upon approval of a two-thirds vote of the Executive Committee, become a Member-at-Large of the OCEC.

Each of the foregoing qualified membership groups, upon payment of the required dues shall be entitled to nominate one Delegate and one Alternate to the OCEC upon payment of the required dues (See Article VII). These delegates are required to take an oath to join the OCEC as a member.

A member may terminate membership in the OCEC at any time by submitting a written letter of resignation addressed to the President (See Article III) of the OCEC. A membership may also be terminated for cause by a two-thirds majority vote of the Executive Committee.

### ARTICLE III

#### EXECUTIVE COMMITTEE AND BOARD OF DIRECTORS

The Executive Committee of the OCEC shall consist of the "Officers" of the OCEC. These Officers include the President, President-Elect, Junior Past President, Vice President-Engineering, Vice President-Professional Societies, Vice President-Corporate Members, Vice President-Communications, Vice President-Educational Partners, Secretary and Treasurer.

The candidate for the position of President must have served at least two years in the position of the President-Elect. The candidate for the position of President-Elect must have served at least one year as an Officer in any other position within the Executive Committee.

The President-Elect shall succeed the President upon completion of his/her President's term. The departing President shall become the Junior Past President. The term limit for any office

shall be two consecutive years, unless an exception is approved by a two-thirds majority vote of the Executive Committee.

The Officers of the Executive Committee, the Senior Past Presidents of the OCEC and one Delegate from each of the member organizations shall constitute the "Board of Directors (BOD)" hereinafter referred to as the "OCEC Board or Board." The number of Directors will vary with the number of members of the OCEC. The relationship between the Board members, the various committees and the Advisory Board is shown in Appendix A, OCEC Organization. Changes to this organization and any committee changes must be approved by a two-thirds majority vote of the Executive Committee.

The Officers shall be nominated from the pool of "Delegates" from the qualified membership groups and elected by a quorum of the OCEC Board present at the election meeting of the OCEC prior to the Annual Meeting. To ensure continuity of the OCEC activities, the positions of the President-Elect, Secretary and Treasurer shall be elected in the even years, and the other Officers shall be elected in the odd years. If a particular office falls vacant due to lack of a suitable candidate, that position may be handled by a willing Officer of the OCEC Board. However, an Officer may not hold more than two offices at the same time. The elected Officers shall be installed at the Annual Meeting in June of each year.

An officer of the OCEC whose member organization ceases to be a member of the OCEC may retain office in the OCEC until the end of that officer's regular term; provided, that such officer continues to reside or work within Orange County. If the member is granted Member-at-Large status, the officer can continue with the OCEC as an individual member.

Any officer may be removed from office for cause by a vote of a two-thirds majority of the members present at a meeting of the OCEC Board specifically called for that purpose. If an officer misses more than three (3) consecutive Board meetings, that office can be declared vacant by a two-thirds majority vote of the Executive Committee. Within one month after the announcement of the vacancy, the President shall appoint a suitable candidate and obtain approval by the Executive Committee.

Any vacancies occurring among the officers shall be filled by appointment by the President and ratification by the Executive Committee to complete the unexpired portion of the term.

## Duties of the Officers

### President

The President shall preside at all meetings of the Executive Committee, Board of Directors, Advisory Board and any special meetings. He/She is an ex-officio member of all OCEC committees.

The President shall perform such other duties as usually devolve upon that office.

The President shall participate in the meetings organized by the member societies, educational institutions and businesses on an as needed basis.

The President, at his/her discretion, shall select the candidate and the category under which the President's Award will be given at the Engineers' Week Awards Banquet.

### President-Elect

The President-Elect, in the absence of the President, shall perform the duties of the office of President. In case of vacancy in the office of the President, the President-Elect shall assume the position of the President and complete the unexpired term of the President. The President shall appoint an interim President-Elect to complete the remaining term of office.

The President-Elect shall work closely with the President throughout the term of the office, and be responsible for any tasks assigned by the President.

### Past President

The Junior Past President shall continue to serve on the Executive Committee and the OCEC Board for a two-year term following his/her service as President. He/She shall be responsible for other tasks as assigned by the President.

The Senior Past Presidents may advise and support the Board in the execution of its duties.

The Senior Past Presidents may also support the OCEC in engineering outreach activities, including participation in meetings organized by the member societies, educational partners and businesses on an as needed basis.

### Vice President-Engineering

The VP-Engineering shall be responsible for the planning and administration of Engineers' Week activities. This Officer shall

serve as the Engineers' Week Chairman, and be responsible for seeking nominations from the OCEC member organizations and Members-at-Large for suitable awards to be presented at the Engineers' Week Honors and Awards Banquet. He/She shall formulate a Selection Committee for to review the nominations and selection of candidates and projects for suitable awards. He/she shall also assist the President in the formulation of Engineers' Week Committee and in coordination of the Honors and Awards Banquet.

The VP-Engineering shall investigate a suitable venue and date for the Awards Banquet and recommend resultant contracts to the OCEC Board for approval. He/She shall present the Banquet related plans and budget requirements to the OCEC Board for review and approval. After the conclusion of the Banquet, the VP-Engineering shall present a report to the OCEC Board summarizing the outcome of the Banquet and recommendations for future Engineers' Week activities.

The VP-Engineering shall be the Master of Ceremonies for the Engineer's Week Awards Banquet. Alternatively, he/she may nominate another person, subject to approval by the Board.

In case of absence of both the President and President-Elect, the VP-Engineering shall perform the duties of the office of the President. If a President-Elect position has not been filled, the VP-Engineering shall hold both positions of President-Elect and VP-Engineering.

#### Vice President-Professional Societies

The VP-Professional Societies shall be responsible for the coordination of the OCEC activities with Professional Societies, and to solicit membership in OCEC. He/She will keep an up to date record of contact information for society Officers, their designated delegates and alternates; and will encourage the society delegates and officers to attend OCEC meetings and support OCEC programs.

The VP-Professional Societies shall also coordinate a visitation program wherein the Officers of the OCEC may attend the Society meetings to promote better communications between the OCEC and the various society members. He/She shall assist the VP-Engineering in seeking nominations from the societies for suitable awards at the Engineers' Week Awards Banquet.

#### Vice President-Corporate Members

The VP-Corporate Members shall be responsible for the coordination of activities with the corporate members. This coordination includes the continuous updating of the OCEC records with the latest contact list for engineering and related

scientific corporations, their designated delegates and alternates.

The VP-Corporate Members shall encourage attendance of the corporate delegates at the OCEC meetings, and promote their active participation and support of the OCEC activities.

The VP-Corporate Members shall be responsible for the solicitation of contributions from the corporate members and for coordination with the VP-Engineering for seeking nominations for suitable awards at the Engineers' Week Awards Banquet.

#### Vice President-Educational Partners

The VP-Educational Partners shall be responsible for the coordination of the OCEC activities with the Engineering/Scientific Educational Institutions. This coordination would include continuous updating of the records of the OCEC with a contact list for educational institutions, and their designated delegates and alternates.

The VP-Educational Partners shall solicit proposals for promoting educational activities such as scholarships for deserving students, STEM and MESA programs. He/She shall submit a budget for contributions that can be made to these programs to the OCEC Board of Directors (BOD) for approval. Upon approval of the Board, the VP-Education shall administer said budget and be responsible for organizing and coordinating the approved educational activities.

The VP-Educational Partners shall encourage attendance of the educational partner delegates at OCEC meetings. He/She shall also encourage the educational partners to support the programs of the OCEC.

The VP-Educational Partners shall be responsible for the solicitation of educational institution memberships in OCEC, and to coordinate with the VP-Engineering to seek nominations for suitable awards at the Engineers' Week Awards Banquet.

#### Vice President-Communications

The VP-Communications is responsible for managing the publicity activities for the OCEC. The publicity activities may include, but are not limited to, operation of the OCEC website, publication of a newsletter and the mailing of information bulletins, as well as publicity in the local newspapers and member website links.

The VP-Communications shall be responsible for implementation, maintenance and updating of the OCEC website. He/She shall ensure that all the news related to the OCEC activities are promptly posted on the OCEC website and are published in a timely manner in the OCEC newsletter.

## Secretary

The Secretary shall coordinate with the President in organizing all the OCEC meetings. He/She shall prepare the meeting venue, timings and agenda upon consultation with the President and send the meeting announcements to all members and delegates at least two weeks prior to the meeting.

The Secretary shall solicit proxy votes from the membership as and when directed by the President. He/She shall attend all the meetings organized by the Executive Committee and the OCEC Board.

The Secretary shall prepare the meeting minutes and distribute these minutes to the Board members at least two weeks prior to the next Board meeting for review and corrections, if any. He/She shall present the final minutes at the following meeting for approval by the OCEC Board.

The Secretary shall give the approved minutes of the meetings to the VP-Communications for posting on the OCEC website no later than one week following approval of the minutes.

## Treasurer

The Treasurer shall have custody of all moneys belonging to the OCEC. The Treasurer shall keep said funds in a conventional bank or a savings and loan institution. An annual financial report shall be prepared by the Treasurer for submission at the September Board meeting.

The dispensing of funds for non-budgeted items of the OCEC shall be at the direction of the Board. The Treasurer shall be empowered to give blanket approval for all budgeted items to be paid, without individual item approval, when payment is due.

The Treasurer in concert with the President shall prepare an annual budget and present it to the BOD for review and approval at the June Board meeting. He/she shall also present a monthly financial report at each OCEC Board meeting.

## ARTICLE IV

### GOVERNANCE

The OCEC Bylaws shall provide overall governance guidance for OCEC. Approval of changes in these bylaws requires a two-thirds majority vote of the OCEC Board.

The daily operation of OCEC is charged to the President and the Executive Committee.

Each member of the BOD shall be entitled to one vote on the OCEC Board. Delegate votes shall be exercised by the appointed Delegate of the member organization or, in his/her absence, by the alternate Delegate.

The OCEC fiscal year runs from July 1 of the current year to June 30 of the following year. This fiscal year period can be changed by a two-thirds majority vote of the OCEC Board.

The Board of Directors are required to attend all the BOD meetings or to send a Proxy if he/she can't attend a meeting. If a BOD member is absent for more than two consecutive Board meetings without sending an alternate or Proxy, the Executive Committee shall investigate his/her particular situation and implement mutually agreeable alternative solutions.

## ARTICLE V

### MEETING OF MEMBERS

Meetings of the OCEC Board shall be held monthly or at the call of the President. Other meetings may be called at the specific request of one-fourth of the OCEC Board. The President may cancel or reschedule a meeting depending upon some special circumstances. Meetings of the OCEC Board are open to all Officers, Delegates or their representatives, the standing Committee Chairs, and any invited OCEC Advisors or special Guests.

The President may call special meetings of the Executive Committee at any time to address specific issues or actions.

The meetings of the OCEC Board, the Executive Committee, and the Annual Meeting shall be held at the time and location designated by the President. The Annual Meeting shall be held in June of each fiscal year, and the following year's Officers shall be installed at this meeting. The Officers' term shall start the first of July.

A quorum for the OCEC Board meetings shall be composed of a majority of the OCEC Officers and a majority of the paid delegates, including those who provided a Proxy for the meeting.

A quorum for the OCEC Executive Committee shall be composed of a majority of the OCEC Officers, including those who provided a Proxy for the meeting.

Voting by a BOD member via conference call during the meeting is permitted. If requested by the Board, email votes for a particular motion are also permitted.

Robert's Rules of Order, revised, where applicable, shall apply to the conduct of business at the meetings.

## ARTICLE VI

### AWARDS

The Engineers' Week (E-week) is celebrated each year during the month of February throughout the United States. During this week, OCEC shall organize an awards banquet to recognize outstanding individuals and projects for their exceptional professional engineering performance and accomplishments.

Specific awards to be presented are at the option of the OCEC Board. Appendix B provides a list of suggested awards, categories and related qualifications. These awards can be modified or augmented by a two-thirds majority vote of the Executive Committee. Nominations for the awards may be submitted by any OCEC member organizations, and the award recipients need not be members of these organizations. Awards nominations will be requested during the beginning of the second quarter of the OCEC fiscal year, and award winners will be notified at the beginning of the third quarter of the OCEC fiscal year.

## ARTICLE VII

### DUES

Membership dues are assessed by the Executive Committee on a graduated scale. Suggested membership dues are listed in Appendix C. These dues can be modified or augmented by a two-thirds majority vote of the Executive Committee.

Significant financial or resource contributions to OCEC operations may be accepted as alternatives to dues payment, if approved by a two-thirds majority of the Executive Committee.

Membership dues payment will be requested during the first quarter of the OCEC fiscal year. The dues payments are required no later than the end of second quarter of the OCEC fiscal year to establish membership status.

## ARTICLE VIII

### EXECUTIVE DIRECTOR

The OCEC Board may retain an experienced engineer or a scientist closely associated with the engineering profession, as the Executive Director of OCEC. It is preferred that the Executive Director be familiar with the OCEC Bylaws and be knowledgeable in the objectives and day-to-day operation of the OCEC. This is a voluntary and non-voting position. The President will nominate a suitable candidate for this position and appoint him/her for that position upon approval by the BOD.

The Executive Director's responsibilities will include, but are not limited to, the following:

1. Chair the Advisory Board, and report committee findings and recommendations to the OCEC Board.
2. Coordinate OCEC Board responses and actions for Advisory Board findings and recommendations.
3. Recruit officers and members for OCEC, and solicit corporate donations to support OCEC.
4. Serve as general advocate for OCEC and its engineering activities
5. Arrange for administrative and technical support for OCEC operations.

The Executive Director may not be compensated for his/her services to OCEC, but will be reimbursed for direct expenses incurred towards approved secretarial services, postage, mileage and meals for attending any non-routine meetings authorized by the OCEC Board.

## ARTICLE IX

### ADVISORY BOARD

The President and the Executive Director shall assemble an Advisory Board to review the current and proposed OCEC activities and to recommend changes, additions and funding sources. Members of the Advisory Board shall be drawn from key Orange County engineering businesses, professional societies and academic institutions. The Executive Director will be the chair of the Advisory Board, and the OCEC President will be an Ex-Officio member. The Executive Director shall integrate the recommendations of the Advisory Board and present them to the President and the Executive Committee for review and appropriate action.

The duties of the Advisory Board would be to help direct the activities of OCEC BOD to achieve the stated mission of OCEC and to help make OCEC a prominent Umbrella Organization in Orange County, California. The Advisory Board shall meet at least three times a year and report to the President and Executive Committee during March and September of each year.

## ARTICLE X

### COMMITTEES

The President may appoint the following committees and such other committees, depending upon the need, to assist the Vice Presidents of the OCEC to better manage their functional responsibilities. As far as possible, the committee members shall be selected from the OCEC member organizations. The President shall obtain approval from each committee member prior to his/her appointment. The President shall, in case of vacancy in any committee, appoint a replacement.

1. **Nominations Committee:** The President will be responsible for organizing this committee. The President may delegate the chairmanship to one of the Past Presidents if he/she chooses to do so. The members of this committee shall consist of the President-Elect and at least four OCEC Board members. The Chair will work with the committee members to solicit nominations for the upcoming vacant positions of the OCEC, conduct elections (if necessary) and install the new Officers at the Annual Meeting in June of each year.
2. **Auditing Committee:** The President-Elect will chair this committee. He/She shall select at least three members from the pool of delegates to review the Treasurer's OCEC financial records and to certify their correctness.
3. **E-Week Committee:** The VP-Engineering will chair this committee. The committee members will provide any and all support needed for organizing the Engineers' Week Honors and Awards Banquet successfully.
4. **Societies Committee:** The VP-Professional Societies will chair this committee and he/she will work with the committee members to improve societies' membership in OCEC and their active participation in the OCEC activities.
5. **Sponsorship Committee:** The VP-Corporate Members will chair this committee. The committee members will assist the VP-Corporate Members to recruit corporate members and to procure sponsorships from various engineering/scientific Corporations to support OCEC activities such as, Science Fair awards, MESA/STEM programs and Engineers' Week awards.
6. **Newsletter Committee:** This committee will be chaired by the VP-Communications. With the help of the committee members, the

VP-Communications will identify news articles and OCEC activities that can be published in a newsletter in a timely manner.

7. Website Committee: With the help of the committee members, the VP-Communications will coordinate the website activities, including but not limited to, updating the letterhead, website announcements and publishing news articles.
8. Education Committee: The VP-Educational Partners will chair this committee. The committee members will provide any and all support for the VP-Educational Partners in carrying out the required tasks including member recruitment.

The President will be the Ex-Officio of all these committees. A quorum for a committee meeting shall be one-half of the members of the committee.

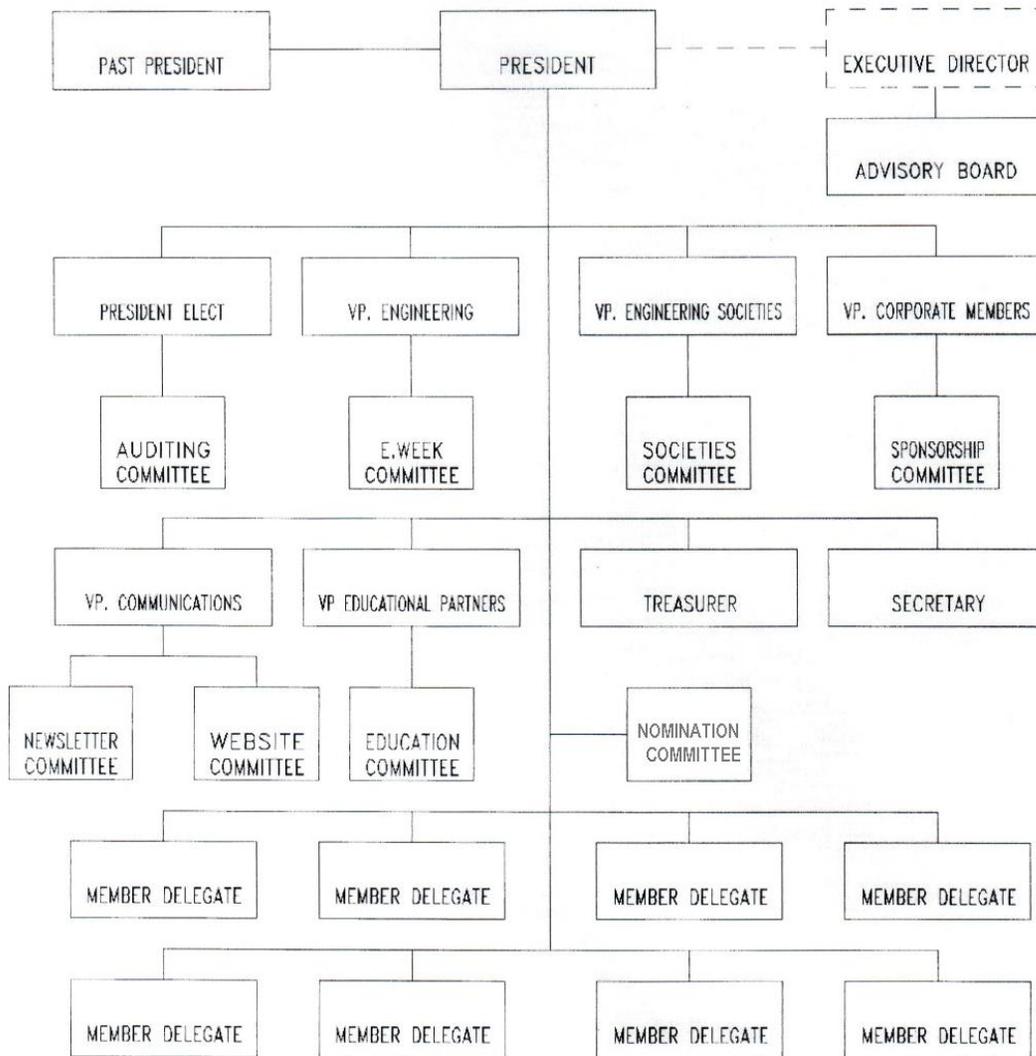
**Appendix A:**

**OCEC Organization**

The current OCEC organizational structure is defined by the chart below. This structure may be modified by the President, and approved by a two-thirds majority vote of the Board.

Orange County Engineering Council Board

ORGANIZATION CHART,  
ORANGE COUNTY ENGINEERING COUNCIL



## Appendix B: OCEC Awards

The current general award categories for OCEC are summarized below. These categories may be augmented or modified by a two-thirds majority vote of the Executive Committee:

- ◆ The James E. Ballinger Engineer of the Year Award
- ◆ Outstanding Engineering Merit Award
- ◆ Engineering Project Achievement Award
- ◆ Distinguished or Prestigious Engineering Educator Award
- ◆ Young Engineer Award
- ◆ Outstanding Engineering Student Award
- ◆ OCEC President's Award

The general qualifications for these awards are:

**The James E. Ballinger Engineer of the Year Award:** This person must have outstanding professional qualities and have a reputation for engineering accomplishments and leadership. The complete career of this nominee including, but not limited to, technical experience, community service, engineering accomplishments, and ability to motivate and lead others, shall be considered. Only one award shall normally be presented in this category, but multiple awards may be approved by a two-thirds majority vote of the OCEC Board.

**Outstanding Engineering Merit Award:** This award is given to an individual who has achieved significant expertise in a particular field or area of engineering or science. This person's engineering experience must excel that of his or her peers and he/she must excel in the engineering, technological or scientific community. More than one award may be presented.

**Engineering Project Achievement Award:** This award is presented to the Orange County public and private engineering/scientific organizations and firms for their outstanding projects. The projects nominated must have been completed within the past three years and they shall be worthy of a special recognition because of their complexity, scope, or unique engineering accomplishment. Multiple awards are presented under this category. The most outstanding project from among the nominations received under this category shall be selected for the Project of the Year Award.

**Outstanding Service Award:** This award honors a candidate who has performed exceptional public service in or for the engineering profession. Through this person's dedicated effort, a direct contribution must have been made toward the goals of promoting the engineering profession at and beyond local levels. Candidates may include legislators, public relation officials,

media professionals, and engineering/scientific contributors. More than one award may be presented.

**Distinguished or Prestigious Engineering Educator Award:** This educator should have been committed to professional engineering activities outside of the normal scope of the teaching profession. Involvement in student extracurricular activities and scientific achievements with industry applications shall be considered. More than one award may be presented.

**Young Engineer Award:** This award is given to an engineer with ten or less years of experience, without any age limitation. This applicant must show high potential in the engineering profession with at least one recent, significant engineering accomplishment during the past few years of experience. Multiple awards are presented under this category.

**Outstanding Engineering Student Award:** This award is given to one or more exceptionally talented students in any field of engineering. The nomination for this award must be made by a faculty member. More than one individual may be recognized with this award.

**OCEC President's Award:** The recipient of this award is nominated by the current OCEC President, based on his/her evaluation of a certain individual's special abilities, service to the engineering profession, contribution to society and any other extraordinary qualities. Only one award shall be presented in this category.

### Appendix C: OCEC Dues

The current OCEC dues structure is defined below. This structure may be augmented or modified by a two-thirds majority vote of the Executive Committee:

<b>Category</b>	<b>Amount</b>	<b>Participating Groups</b>
<b>Member</b>	\$ 50	Individuals
<b>Subscriber</b>	\$ 100	Professional Societies, Colleges/ Universities and Companies with up to five employees
<b>Supporter</b>	\$ 250	Individuals and Small Companies with up to 50 employees
<b>Sponsor</b>	\$ 500	Individuals and Companies with 51-100 employees
<b>Corporate Sponsor</b>	\$1000	Individuals and Companies with over 100 employees
<b>Benefactor</b>	\$2000 to \$5,000	Large Companies or Sponsors of Special Projects with Name Recognition