



BYLAWS

of the

CALIFORNIA GEOTECHNICAL ENGINEERS ASSOCIATION a California Nonprofit Mutual Benefit Corporation

ARTICLE I NAME

Section 1. The name of this corporation is California Geotechnical Engineers Association (hereinafter in these Bylaws referred to as the "Association").

ARTICLE II OFFICES OF THE ASSOCIATION

Section 1. **The principal mailing address for the transaction of the activities, affairs and business of the Association is P.O. Box 1693, Placerville, CA 95667-1693.** The Board of Directors (hereinafter in these Bylaws referred to as the "Board") may change the principal office from one location to another. Any change of location of the principal office shall be noted by the Secretary on these Bylaws opposite this Section, or this Section may be amended to state the new location.

Section 2. The Board may at any time establish branch or subordinate offices at any place or places where the Association is qualified to conduct its activities.

ARTICLE III PURPOSES

Section 1. The Association shall improve communications between members engaged in the private practice of geotechnical engineering and related professions, and work to improve the practice, stature and welfare of geotechnical engineers.

ARTICLE IV MEMBERSHIP

Section 1. Qualifications and Rights of Membership.

- 1.1 Classes of Membership. The Association shall have six (6) classes of members, designated as follows: Active, Associate, Affiliate, Honorary, Life and Academic.
- 1.2 Active Members. An Active Member may be any firm legally engaged in the private practice of geotechnical engineering. An Active Member firm may designate any legally established branch office as a separate firm for purposes of such branch office qualifying as a separate Active Member. Each Active Member firm, including each branch office of a member firm qualified as a separate member in accordance with the foregoing, shall have as a full time employee at least one engineer qualified as a Registered Geotechnical Engineer under California state law. Membership shall be confirmed by a majority vote of the Board. Active Members shall have the right to vote, as set forth in these Bylaws.
- 1.3 Associate Members. Associate Members may be any firm legally engaged in the private practice of geotechnical engineering. Each Associate Member firm shall have as a full time employee at least one engineer qualified as a Registered Civil Engineer under California state law. The "Associate" Member class may include any firm legally engaged in the private practice of engineering geology when the major portion of such firm's services are provided to aid in support of the geotechnical engineering profession. Each such member firm shall have at least one full-time employee who is a Certified Engineering Geologist under California state law. "Associate" members shall not have any voting rights.
- 1.4 Affiliate Members. Affiliate Members shall be firms legally engaged in practices which are directly or indirectly associated with or supportive of geotechnical engineering. Membership shall be confirmed by a majority vote of the Board. Affiliate Members shall not have any voting rights.

- 1.5 Honorary Members. Honorary Members shall be individuals or firms who are in a position to promote the objectives of the Association. They shall be proposed by the Board and confirmed by a majority vote of the membership at its annual business meeting. Honorary Members shall not have any voting rights.
- 1.6 Life Members. Life Members shall be individuals who, in the opinion of the Board, have been exemplary in participating in the Association, have retired from an Active Member firm, and whose continuing contributions would be of benefit to the Association. A Life Membership shall require the recommendation of the Board and subsequent approval by a majority of the membership attending the annual business meeting. Life Members shall not have any voting rights.
- 1.7 Academic Members. Academic Members shall be individuals who are members of the faculty of the Engineering Departments of colleges or universities, or are students enrolled in an engineering curriculum at a college or university. Membership shall be confirmed by a majority vote of the Board. Academic Members shall not have any voting rights.
- 1.8 Voting Members. Only an Active Member shall have the right to vote, as set forth in these Bylaws, on the election of directors, on the disposition of all or substantially all of the assets of the Association, on any merger and its principal terms, and any amendment of those terms, and on any election to dissolve the Association. In addition, only the Active Members shall have rights afforded members under the California Nonprofit Mutual Benefit Corporation. If the Association is dissolved, those members shall receive a prorated distribution of all assets, exclusive of those held in charitable trusts, remaining after payment or provision for payment of the obligations and debts of the Association, and provision for any other payment required under applicable law.
- 1.9 Active Member Designees and Proxies. Each Active Member shall, when admitted to membership, designate in writing the individual who is to act as official representative for the purpose of voting and executing written consents (hereinafter in these Bylaws referred to as "Active Member Designee"). Such designation may be changed in writing from time to time.

The Active Member may designate in writing an individual employed by the Active Member to act as proxy in the place and stead of the Active Member in all respects as set forth above.

- 1.10 Other Persons Associated with the Association. The Association may refer to persons of nonvoting classes, i.e., the Associate Members, Affiliate Members, Honorary Members, Life Members and Academic Members, or other persons or entities associated with it, as "members", even though such persons or entities are not voting members as set forth in Section 1.8 of this Article IV, and no such reference shall constitute anyone a member within the meaning of Section 5056 of the California Corporations Code unless that person or entity shall have qualified for such a voting membership under Section 1.8 of this Article IV. Reference in these Bylaws to members shall be members as defined in Section 5056 of the California Corporations Code, i.e., the members of the voting class as set forth in Section 1.8 of this Article IV. By amendment of its Articles of Incorporation or these Bylaws, the Association may grant some or all of the rights of a member of any class, as set forth in these Bylaws, to any person or entity that does not have the right to vote on any of the matters specified in Section 6. of these Bylaws, but no such person or entity shall be a member within the meaning of Section 5056 of the California Corporations Code.

Section 2. Dues, Fees and Assessments. Each member must pay, within the time and on the conditions set by the Board, the dues, fees and assessments in the amounts to be fixed from time to time by the Board. The dues, fees and assessments shall be equal for all members of each class. The Board may, at its discretion, set different dues, fees and assessments for each class.

Section 3. Application for Membership. Applicants for membership shall submit such information as the Board may require on the prevailing membership application form. Decisions regarding acceptance or continuance of membership eligibility shall be the final responsibility of the Board.

- 3.1 Upon approval of any applicant for membership by a majority vote of the Board, the firm shall be notified of its election and, upon subscribing to these Bylaws and paying the prescribed fees, shall be enrolled as a member. The Board shall admit to membership only such firms as will, in its discretion, uphold and advance the objectives for which this Association has been formed.
- 3.2 All applicants not approved for membership will be notified in writing together with the reason for rejection.

Section 4. Good Standing. Those members who have paid the required dues, fees and assessments in accordance with these Bylaws, and who are not suspended, shall be members in good standing.

Section 5. Termination and Suspension of Membership.

- 5.1 Causes of Termination. A membership shall terminate on occurrence of any of the following events:

- 5.1.1 Resignation of a member, on reasonable notice to the Association;

- 5.1.2 Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Board;
 - 5.1.3 Failure of a member to pay dues, fees or assessments as set by the Board within sixty (60) days after they become due and payable;
 - 5.1.4 Occurrence of any event that renders a member ineligible for membership or failure to satisfy membership qualifications;
 - 5.1.5 Expulsion of the member under Section 5.3 of this Article IV, based on the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the Association, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the Association.
- 5.2 Suspension of Membership. A member may be suspended, under Section 5.3 of this Article IV, based on the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that the member has failed in a material and serious degree to observe the Association's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the Association.
- 5.2.1 A person whose membership is suspended shall not be a member during the period of suspension.
- 5.3 Procedure for Expulsion or Suspension. If grounds appear to exist for expulsion or suspension of a member under Section 5.1 or 5.2, above, the procedure set forth below shall be followed:
- 5.3.1 The member shall be given fifteen (15) days prior notice of the proposed expulsion or suspension and the reasons for the proposed expulsion or suspension. Notice shall be given by any method reasonably calculated to provide actual notice. Any notice given by mail shall be sent by first class or registered mail to the member's last address as shown on the Association's records.
 - 5.3.2 The member shall be given an opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of the proposed expulsion. The hearing shall be held, or the written statement considered, by the Board or by a committee or person authorized by the Board, to determine whether the expulsion or suspension should take place.
 - 5.3.3 The Board, committee or person shall decide whether or not the member should be expelled, suspended or sanctioned in some other way. The decision of the Board, committee or person shall be final.
 - 5.3.4 Any action challenging an expulsion, suspension or termination of membership, including a claim alleging defective notice, must be commenced within one (1) year after the date of the expulsion, suspension or termination.

Section 6. Meetings of Members.

- 6.1 Place of Meeting. Meetings of the members shall be held at any place within or outside California designated by the Board.
- 6.2 Annual Meeting. An annual members meeting shall be held at a date and time fixed by the Board. At this meeting, directors shall be elected and any other proper business may be transacted, subject to Sections 6.4.2 and 6.5.1 of this Article IV.
- 6.3 Special Meetings.
 - 6.3.1 Persons Authorized to Call. A special meeting of the members for any lawful purpose may be called at any time by the Board, the President, or by fifteen (15) percent or more of the members.
 - 6.3.2 Calling Meetings. A special meeting called by any person (other than the Board) entitled to call a meeting shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the President or Executive Director, if any, of the Association. The person receiving the request shall cause notice to be given promptly to the members entitled to vote, in accordance with Section 6.4 of this Article IV, stating that a meeting will be held at a specified time and date fixed by the Board, provided, however, that the meeting date shall be at least thirty-five (35) days but no more than ninety (90) days after receipt of the request. If the notice is not given within twenty (20) days after receipt of the request, the person or persons

requesting the meeting may give the notice. Nothing in this Section shall be construed as limiting, fixing or affecting the time at which a meeting of members may be held when the meeting is called by the Board.

6.3.3 Proper Business of Special Meetings. No business, other than the business the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.

6.4 Notice Requirements for Members Meetings.

6.4.1 General Notice Requirements. Whenever members are required or permitted to take any action at a meeting, written notice of the meeting shall be given, in accordance with Section 6.4.3 of this Article IV, to each member entitled to vote at that meeting. The notice shall specify the place, date and hour of the meeting and, for a special meeting, the general nature of the business to be transacted, and that no other business may be transacted. The notice of any meeting at which directors are to be elected shall include the names of all persons who are nominees when notice is given.

6.4.2 Notice of Certain Agenda Items. Approval by the members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals: a) removing a director without cause; b) amending the Articles of Incorporation; c) approving a contract or transaction between the Association and one or more directors, or between the Association and any entity in which a director has a material financial interest; d) electing to wind up and dissolve the Association; or e) approving a plan of distribution of assets, other than money, not in accordance with liquidation rights of any class or classes as specified in the Articles or Bylaws, when the Association is in the process of winding up.

6.4.3 Manner of Giving Notice. Notice of any meeting of members shall be in writing and shall be given at least ten (10) but no more than ninety (90) days before the meeting date. The notice shall be given either personally or by first class, registered or certified mail, or by other means of written communication, charges prepaid, and shall be addressed to each member entitled to vote, at the address of that member appearing on the books of the Association or at the address given by the member to the Association for purposes of notice.

6.4.4 Affidavit of Mailing Notice. An affidavit of the mailing of any notice of any members' meeting, or of the giving of such notice by other means, may be executed by the Secretary, or any transfer agent of the Association, and if so executed, shall be filed and maintained in the Association's minute book.

6.5 Quorum.

6.5.1 Percentage Required. Twenty (20) percent of the voting power shall constitute a quorum for the transaction of business at any meeting of members. For the purpose of determining a quorum, members may attend in person or by proxy.

6.5.2 Loss of Quorum. Subject to Section 6.5.1, above, the members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

6.6 Voting.

6.6.1 Eligibility to Vote. Subject to the provisions of the California Nonprofit Mutual Benefit Corporation Law, members entitled to vote at any meeting of members shall be Active Members in good standing as of the record date determined under Article VI, Sections 1. and 2. of these Bylaws.

6.6.2 Manner of Casting Votes. Voting may be by voice or ballot, except that any election of directors and officers must be by ballot if demanded by any member at the meeting before the voting begins.

6.6.3 Voting. Each member entitled to vote shall be entitled to cast one vote on each matter submitted to a vote of the members.

6.6.4 Approval by Majority Vote. If a quorum is present, the affirmative vote of the majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be the act of the members, unless the vote of a greater number or voting by classes is required by the California Nonprofit Mutual Benefit Corporation Law or by the Articles of Incorporation.

6.7 Waiver of Notice or Consent.

6.7.1 Written Waiver or Consent. The transactions of any members' meeting, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a) a quorum is present either in person or by proxy, and b) either before or after the meeting, each member entitled to vote, who is not present in person or by proxy, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes. The waiver of notice, consent or approval need not specify either the business to be transacted or the purpose of any meeting of members, except that if action is taken or proposed to be taken for approval of any of those matters specified in Section 6.4.2 of this Article IV, the waiver of notice, consent or approval shall state the general nature of the proposal. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes.

6.7.2 Waiver by Attendance. A member's attendance at a meeting shall also constitute a waiver of notice of and presence at that meeting, unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

ARTICLE V ACTION WITHOUT A MEETING

Section 1. Action by Unanimous Written Consent. Any action required or permitted to be taken by the members may be taken without a meeting, if all members consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the members. The action by written consent shall have the same force and effect as the unanimous vote of the members.

Section 2. Action by Written Ballot Without a Meeting. Any action, except election of directors, that may be taken at any meeting of members may be taken without a meeting by complying with Sections 2.1 through 2.4, below:

2.1 Solicitation of Written Ballots. The Association shall distribute one written ballot to each member entitled to vote on the matter. Such ballots shall be mailed or delivered in the manner required by Article IV, Section 6.4.3 of these Bylaws. All solicitations of votes by written ballot shall a) indicate the number of responses needed to meet the quorum requirement, b) with respect to ballots other than for election of directors, state the percentage of approvals necessary to pass the measure or measures, and c) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall a) set forth the proposed action, b) provide the members an opportunity to specify approval or disapproval of each proposal, and c) provide a reasonable time in which to return the ballot to the Association. If the Association has one hundred (100) or more members, any written ballot distributed to ten (10) or more members shall provide, subject to reasonable specified conditions, that if the person solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance with that specification.

2.2 Number of Votes and Approvals Required. Approval by written ballot shall be valid only when a) the number of votes cast by ballot (including those ballots that are marked "withhold" or otherwise indicate that authority to vote is withheld) within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and b) the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.

2.3 Revocation. A written ballot may not be revoked.

2.4 Filing. All written ballots shall be filed with the Secretary of the Association and maintained in the corporate records for at least three (3) years.

ARTICLE VI RECORD DATE FOR NOTICE, VOTING, WRITTEN BALLOTS AND OTHER ACTIONS

Section 1. Record Date Determined by Board. For purposes of determining the members entitled to notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights with respect to any lawful action, the Board may fix, in advance, a record date. The record date so fixed a) for notice of a meeting shall not be more than ninety (90) days or less than ten (10) days before the date of the meeting; b) for voting at a meeting shall not be more than sixty (60) days before the date of the meeting; c) for voting by written ballot shall not be more than sixty (60) days before the day on which the first written ballot is mailed or solicited; and d) for any other action shall not be more than sixty (60) days before that action.

Section 2. Record Date Not Determined by Board.

- 2.1 Record Date for Notice or Voting. If not otherwise fixed by the Board, the record date for determining members entitled a) to receive notice of a meeting of members shall be the business day next preceding the day on which notice is given, or, if notice is waived, the business day next preceding the day on which the meeting is held and b) to vote at the meeting shall be the day on which the meeting is held.
- 2.2 Record Date for Action by Written Ballot. If not otherwise fixed by the Board, the record date for determining members entitled to vote by written ballot shall be the day on which the first written ballot is mailed or solicited.
- 2.3 Record Date for Other Actions. If not otherwise fixed by the Board, the record date for determining members entitled to exercise any rights with respect to any other lawful action shall be the date on which the Board adopts the resolution relating to that action, or the 60th day before the date of that action, whichever is later.

Section 3. Members of Record. For purposes of Sections 1 and 2 of this Article VI, a person holding a membership at the close of business on the record date shall be a member of record.

ARTICLE VII PROXIES

Section 1. Right of Members. Each person entitled to vote shall have the right to do so either in person or by one or more agents authorized by a written proxy, signed by the person and filed with the Secretary of the Association. A proxy shall be deemed signed if the member's name is placed on the proxy (whether by manual signature, typewriting, telegraphic transmission or otherwise) by the member or the member's attorney-in-fact.

Section 2. Form of Solicited Proxies. If the Association has one hundred (100) or more members, any form of proxy distributed to ten (10) or more members shall afford an opportunity on the proxy to specify a choice between approval and disapproval of each matter or group of related matters and shall provide, subject to reasonable specified conditions, that when the person solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance with that specification. In any election of directors, any form of proxy that a member marks "withhold", or marks otherwise in a manner indicating that the authority to vote for the election of directors is withheld, shall not be voted either for or against the election of a director.

Section 3. Requirement that General Nature of Subject of Proxy Be Stated. Any revocable proxy covering matters for which a vote of the members is required, including amendments to the Articles of Incorporation; amendments to the Articles or Bylaws changing proxy rights; removal of directors without cause; the sale, lease, exchange, conveyance, transfer or other disposition of all or substantially all of the corporate assets unless the transaction is in the usual and regular course of the Association's activities; the principal terms of a merger or the amendment of a merger agreement; the election to dissolve the Association; contracts or transactions between the Association and one or more directors, or between the Association and an entity in which a director has a material financial interest; or a plan of distribution of assets other than money to members when the Association is in the process of winding up, when the distribution is not in accordance with liquidation rights of any class or classes, shall not be valid unless the proxy sets forth the general nature of the matter to be voted on.

Section 4. Revocability. A validly executed proxy that does not state that it is irrevocable shall continue in full force and effect until a) revoked by the member executing it before the vote is cast under that proxy (by a writing delivered to the Association stating that the proxy is revoked, and by a subsequent proxy executed by that member and presented to the meeting, or as to any meeting) by the member's personal attendance and voting at the meeting, or b) written notice of the death or incapacity of the maker of the proxy is received by the Association before the vote under the proxy is counted; provided, however, that no proxy shall be valid after the expiration of eleven (11) months from the date of the proxy, unless otherwise provided in the proxy, except that the maximum term of a proxy shall be three years from the date of execution. The revocability of a proxy that states on its face that it is irrevocable shall be governed by Section 7613 of the California Corporations Code.

ARTICLE VIII ELECTION OF DIRECTORS AND OFFICERS

Section 1. Nominations by Committee. The President shall appoint a committee to select qualified candidates for election to the Board at least ninety (90) days before the date of any election of directors and officers. This nominating committee shall make its report at least thirty (30) days before the date of the election, and the Secretary shall forward to each member, with the notice of meeting required by Article IV, Section 6.4 of these Bylaws, a list of all candidates nominated by committee under this Section.

Section 2. Nominations from the Floor. If there is a meeting of members to elect directors and officers, any member present at the meeting in person or by proxy may place names in nomination, provided the nominee indicates a willingness to be nominated.

Section 3. Solicitation of Votes. The Board shall allow a reasonable opportunity for a nominee to communicate to members the nominee's qualifications and reasons for the nominee's candidacy, a reasonable opportunity for all nominees to solicit votes, and a reasonable opportunity for all members to choose among the nominees.

Section 4. Use of Corporate Funds to Support Nominee. Without Board authorization, no Association funds may be expended to support a nominee for director after more people have been nominated for director than can be elected.

Section 5. Active Member Designees. Only an Active Member Designee may be a member of the Board.

ARTICLE IX DIRECTORS

Section 1. Powers.

- 1.1 General Corporate Powers. Subject to the provisions and limitations of the California Nonprofit Mutual Benefit Corporation Law and any other applicable laws, and subject to any limitations in the Articles of Incorporation and Bylaws regarding actions that require the approval of the members, the Association's activities and affairs shall be managed, and all corporate power shall be exercised, by or under the Board's direction.
- 1.2 Specific Powers. Without prejudice to the general powers set forth in Section 1.1, above, but subject to the same limitations, the directors shall have the power to:
 - (a) Appoint and remove, at the pleasure of the Board, all the Association's officers, agents and employees; prescribe powers and duties for them that are consistent with the law, with the Articles or these Bylaws; and fix their compensation and require from them security for faithful performance of their duties.
 - (b) Change the principal office or the principal business office in California from one location to another; cause the Association to be qualified to conduct its activities in any other state, territory, dependency or country; conduct its activities within or outside California; and designate any place within or outside California for holding any meeting of members.
 - (c) Adopt and use a corporate seal; prescribe the forms of membership certificates consistent with the provisions of Section 7313 of the California Corporations Code; and alter the forms of the seal and certificates.
 - (d) Borrow money and incur indebtedness on behalf of the Association, and to cause to be executed and delivered for the Association's purposes, in the Association's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities.

Section 2. Number and Qualification of Directors. The authorized number of directors shall be *between eight (8) and twelve (12)* until changed by amendment of the Articles or by a Bylaw duly adopted by the shareholders amending this Section 2. The directors shall consist of the President, Vice President, Secretary, Treasurer, Immediate Past President and *between three (3) and seven (7)* Directors-at-Large. Each director shall at all times be the duly designated representative of the Active Member, i.e., the Active Member Designee, and if any director shall cease to be such a duly designated representative, the directorship shall be deemed vacated.

Section 3. Election, Designation and Term of Office.

- 3.1 All Directors. Directors shall be elected at each annual meeting of members to hold office for the next fiscal year of the Association. Each such director, including a director appointed to fill a vacancy, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified.

Section 4. Vacancies on the Board.

- 4.1 Events Causing Vacancy. A vacancy or vacancies on the Board shall exist on the occurrence of the following: a) the death or resignation of any director; b) the declaration by resolution of the Board of a vacancy in the office of a director who has been declared unsound of mind by an order of the court or convicted of a felony, or, if the Association holds assets in charitable trust, has been found by a final order or judgment of any court to have breached a duty arising under Section 7238 of the California Corporations Code; c) the failure of a director to continue to be an Active Member Designee for an Active Member; d) the increase of the authorized number of directors; e) the failure of the members, at any meeting of members at which any director or directors are to be elected, to elect the number of directors required to be elected at that meeting; or f) the declaration by resolution of the Board that a director has substantially failed to, and is unwilling to, perform the required duties of a director.

- 4.2 Resignations. Except as provided below, any director may resign by giving written notice to the President or the Secretary of the Board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a director's resignation is effective at a later time, the Board may elect a successor to take office when the resignation becomes effective.
- 4.3 Filling Vacancies. Vacancies on the Board may be filled by a majority of the directors then in office, whether or not less than a quorum, or by a sole remaining director. The members may fill any vacancy or vacancies not filled by the directors.
- 4.4 No Vacancy on Reduction of Number of Directors. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

Section 5. Directors' Meetings.

- 5.1 Place of Meetings. Meetings of the Board shall be held at any place within or outside California that has been designated by the Board or in the notice of the meeting or, if not so designated, at the principal office of the Association.
- 5.2 Meetings by Telephone. Any meeting may be held by conference telephone or similar communication equipment, as long as all directors participating in the meeting can hear one another. All such directors shall be deemed to be present in person at such a meeting.
- 5.3 Regular Meetings. Regular meetings of the Board may be held without notice at such time and place as the Board may fix from time to time.
- 5.4 Special Meetings.
 - 5.4.1 Authority to Call. Special meetings of the Board for any purpose may be called at any time by the President, or the Secretary, or any two directors.
 - 5.4.2 Notice.
 - 5.4.2.1 Manner of Giving Notice. Notice of the time and place of special meetings shall be given to each director by one of the following methods: a) by personal delivery of written notice; b) by first class mail, postage prepaid; c) by telephone, either directly to the director or to a person at the director's office who would reasonably be expected to communicate that notice promptly to the director; d) by facsimile transmission; or e) by telegram, charges prepaid. All such notices shall be given or sent to the director's address or telephone number or facsimile number as shown on the records of the Association.
 - 5.4.2.2 Time Requirements. Notices sent by first class mail shall be deposited in the United States mails at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, facsimile transmission or telegraph shall be delivered, telephoned, faxed or given to the telegraph company at least forty-eight (48) hours before the time set for the meeting.
 - 5.4.2.3 Notice Contents. The notice shall state the time of the meeting and the place if the place is other than the principal office of the Association. It need not specify the purpose of the meeting.
- 5.5 Quorum. A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be the act of the Board, subject to the most stringent provisions of the California Nonprofit Mutual Benefit Corporation Law, including, without limitation, those provisions relating to a) approval of contracts or transactions between the Association and one or more directors or between the Association and any entity in which a director has a material financial interest, b) creation of and appointments to committees of the Board, and c) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.
- 5.6 Waiver of Notice. Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

- 5.7 Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.
- 5.8 Notice of Adjourned Meeting. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than twenty-four (24) hours. If the original meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the directors who were not present at the time of the adjournment.

Section 6. Action Without a Meeting. Any action that the Board is required or permitted to take may be taken without a meeting if all members of the Board consent in writing to that action. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

Section 7. Compensation and Reimbursement. Directors may receive such compensation, if any, for their services, and such reimbursement of expenses, as may be determined by Board resolution to be just and reasonable to the Association at the time the resolution is adopted.

Section 8. Committees.

- 8.1 Committees of the Board. The Board, provided a quorum is present, may create one or more committees to serve at the pleasure of the Board.

ARTICLE X OFFICERS

Section 1. Officers of the Association. The officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer. An officer may only be the Active Member Designee of an Active Member.

Section 2. Election of Officers. The officers of the Association shall be chosen annually by the members entitled to vote, and shall serve at the pleasure of the Board, subject to the rights, if any, of any officer under any contract of employment.

Section 3. Removal of Officers. Without prejudice to any rights of an officer under any contract of employment, an officer may be removed with or without cause by the Board.

Section 4. Resignation of Officers. Any officer may resign at any time by giving written notice to the Association. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the notice need not be accepted to be effective. Any resignation shall be without prejudice to the rights, if any, of the Association under any contract to which the officer is a party.

Section 5. Vacancies in Office. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled by appointment and approved by a majority of the Board.

Section 6. Active Member Designees. Only an Active Member Designee may be an officer of the Association.

Section 7. Responsibilities of Officers.

- 7.1 President. Subject to the control of the Board, the President shall be the general manager of the Association and shall supervise, direct and control the Association's activities, affairs and officers. The President shall preside at all members' meetings and at all Board meetings. The President shall have such other powers and duties as the Board or Bylaws may prescribe.

- 7.2 Vice President. In the absence or disability of the President, the Vice President shall perform all duties of the President. When so acting, a Vice President shall have all powers of, and be subject to all restrictions on, the President. The Vice President shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.

- 7.3 Secretary.

- 7.3.1 Book of Minutes. The Secretary shall keep, or cause to be kept, at the Association's principal office or such other place as the Board may direct, a Book of Minutes of all meetings, proceedings and actions of the Board, of committees of the Board, and of members meetings. The minutes of meetings shall include the time and place of holding; whether the meeting was annual, regular or special, and if special, how authorized; the notice given; the names of those present at Board and committee meetings; and the number of members present or represented at members meetings. The Secretary shall keep or cause to be kept, at the principal office in California, a copy of the Articles of Incorporation and Bylaws, as amended to date.

7.3.2 Membership Records. The Secretary shall keep or cause to be kept, at the Association's principal office or at a place determined by Board resolution, a record of the Association's members, showing each member's name, address and class of membership.

7.3.3 Notices, Seal and Other Duties. The Secretary shall give, or cause to be given, notice of all meetings of members, of the Board, and of committees of the Board required by these Bylaws to be given. The Secretary shall keep the corporate seal in safe custody and shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.

7.4 Treasurer.

7.4.1 Books of Account. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Association's properties and transactions. The Treasurer shall send or cause to be given to the members and directors such financial statements and reports as are required by law, by these Bylaws or by the Board to be given. The books of account shall be open to inspection by any director at all reasonable times.

7.4.2 Deposit and Disbursement of Money and Valuables. The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Association with such depositories as the Board may designate; shall disburse the Association's funds as the Board may order; shall render to the President and the Board, when requested, an account of all transactions as Treasurer and of the financial condition of the Association; and shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.

7.4.3 Bond. If required by the Board, the Treasurer shall give the Association a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the office and for restoration to the Association of all its books, papers, vouchers, money and other property of every kind in the possession or under the control of the Treasurer on his or her death, resignation, retirement or removal from office.

ARTICLE XI INDEMNIFICATION

Section 1. Right of Indemnity. To the fullest extent permitted by law, this Association shall indemnify its directors, officers, employees and other persons described in Section 7237(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding", as that term is used in that Section, and including an action by or in the right of the Association, by reason of the fact that the person is or was a person described in that Section. "Expenses", as used in these Bylaws, shall have the same meaning as in Section 7237(a) of the California Corporations Code.

Section 2. Approval of Indemnity. On written request to the Board by any person seeking indemnification under Section 7237(b) or Section 7237[©] of the California Corporations Code, the Board shall promptly determine under Section 7237(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237[©] has been met, and if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the Board shall promptly call a meeting of members. At that meeting, the members shall determine under Section 7237(e) whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237[©] has been met, and if so, the members present at the meeting in person or by proxy shall authorize indemnification.

Section 3. Advancement of Expenses. To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Sections 1 and 2 above, in defending any proceeding covered by those Sections shall be advanced by the Association before final disposition of the proceeding, on receipt by the Association of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Association for those expenses.

ARTICLE XII INSURANCE

Section 1. The Association shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees and other agents, against any liability asserted against or incurred by any officer, director, employee or agent in such capacity or arising out of the officer's, director's, employee's or agent's status as such.

ARTICLE XIII RECORDS AND REPORTS

Section 1. Maintenance of Corporate Records. The Association shall keep a) adequate and correct books and records of account; b) written minutes of the proceedings of its members, Board and committees of the Board; and c) a record of each member's name, address and class of membership.

Section 2. Members Inspection Rights.

2.1 Membership Records. Subject to Division 2, Part 3, Chapter 13, Article 3 (commencing at Section 8330) of the California Corporations Code, and unless the Association provides a reasonable alternative as provided below, any member may do either or both of the following for a purpose reasonably related to the member's interest as a member:

2.1.1 Inspect and copy the records of members names, addresses and voting rights during usual business hours on a five-(5) days-prior written demand on the Association, which demand must state the purpose for which the inspection rights are requested; or

2.1.2 Obtain from the Secretary of the Association, on written demand and tender of a reasonable charge, a list of names, addresses and voting rights of members who are entitled to vote for the election of directors as of the most recent record date for which that list has been compiled, or as of the date, after the date of demand, specified by the member. The demand shall state the purpose for which the list is requested. The Secretary shall make this list available to the member on or before the latter of ten (10) days after a) the demand is received or b) the date specified in the demand as the date as of which the list is to be compiled.

The Association may, within ten (10) business days after receiving a demand under this Section, make a written offer of an alternative method of reasonable and timely achievement of the proper purpose specified in the demand without providing access to or a copy of the membership list. Any rejection of this offer must be in writing and must state the reasons that the proposed alternative does not meet the proper purpose of the demand.

If the Association reasonably believes that the information will be used for a purpose other than one reasonably related to a person's interest as a member, or if it provides a reasonable alternative under this Section, it may deny the member access to the membership list.

Any inspection and copying under this Section may be made in person or by the member's agent or attorney. The right of inspection includes the right to copy and make extracts. Any right of inspection extends to the records of any subsidiary of the Association.

2.2 Accounting Records and Minutes. On written demand on the Association, any member may inspect, copy and make extracts of the accounting books and records and the minutes of the proceedings of the members, the Board and committees of the Board at any reasonable time for a purpose reasonably related to the member's interest as a member. Any such inspection and copying may be made in person or by the member's agent or attorney. Any right of inspection extends to the records of any subsidiary of the Association.

Section 3. Maintenance and Inspection of Articles and Bylaws. The Association shall keep at its principal office, or if its principal office is not in California, at its principal business office in this state, the original or a copy of the Articles of Incorporation and Bylaws, as amended to date, which shall be open to inspection by the members at all reasonable times during office hours. If the principal office of the Association is outside California and the Association has no principal business office in this state, the Secretary shall, on the written request of any member, furnish to that member a copy of the Articles of Incorporation and Bylaws as amended to date.

Section 4. Inspection by Directors. Every director shall have the absolute right at any reasonable time to inspect the Association's books, records, documents of every kind, physical properties and the records of each of its subsidiaries. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

Section 5. Annual Report.

5.1 An annual report shall be prepared within one hundred twenty (120) days after the end of the Association's fiscal year. That report shall contain the following information in appropriate detail:

5.1.1 A balance sheet as of the end of the fiscal year, and an income statement and statement of changes in financial position for the fiscal year, accompanied by any report on them by independent accountants or, if there is no such report, by the certificate of an authorized officer of the Association that they were prepared without audit from the books and records of the Association.

5.1.2 A statement of the place where the names and addresses of current members are located.

5.1.3 Any information that is required by Section 6 of this Article XIII.

- 5.2 The Association shall notify each member annually of the member's right to receive a financial report under this Section. Except as provided in Subsection 5.3 of these Bylaws, on written request by a member, the Board shall promptly cause the most recent annual report to be sent to the requesting member.
- 5.3 This Section shall not apply if the Association receives less than \$10,000 in gross revenues or receipts during the fiscal year.

Section 6. Annual Statement of Certain Transactions and Indemnifications. As part of the annual report to all members, or as a separate document if no annual report is issued, the Association shall annually prepare and mail or deliver to its members and furnish to its directors a statement of any transaction or indemnification of the following kinds within one hundred twenty (120) days after the end of the Association's fiscal year:

- 6.1 Unless approved by members under Section 7233(a) of the California Corporations Code, any transaction a) to which the Association, its parent or its subsidiary was a party, b) which involved more than \$50,000 or was one of a number of such transactions with the same person involving, in the aggregate, more than \$50,000, and c) in which either of the following interested persons had a direct or indirect material financial interest (a mere common directorship is not a material financial interest):

6.1.1 Any director or officer of the Association, its parent or its subsidiary;

6.1.2 Any holder of more than ten (10) percent of the voting power of the Association, its parent or its subsidiary.

The statement shall include a brief description of the transaction, the names of the interested persons involved, their relationship to the Association, the nature of their interest in the transaction and, when practicable, the amount of that interest, provided that, in the case of a partnership in which such person is a partner, only the interest of the partnership need be stated.

- 6.2 A brief description of the amounts and circumstances of any loans, guaranties, indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the Association under Sections 1 through 3 of Article XI of these Bylaws, unless the loan, guaranty, indemnification or advance has already been approved by the members under Section 5034 of the California Corporations Code, or the loan or guaranty is not subject to the provisions of subdivision (a) of Section 7235(a) of that Code.

ARTICLE XIV CONSTRUCTION AND DEFINITIONS

Section 1. Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural and the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

ARTICLE XV AMENDMENTS

Section 1. Amendment by Board.

- 1.1 Membership Rights Limitation. Subject to the rights of members under Sections 1.4 and 2 of these Bylaws, the Board may adopt, amend or repeal Bylaws unless the action would:

1.1.1 Materially and adversely affect the member's rights as to voting, dissolution, redemption or transfer;

1.1.2 Increase or decrease the number of members authorized in total or for any class;

1.1.3 Effect an exchange, reclassification or cancellation of all or part of the memberships; or

1.1.4 Authorize a new class of membership.

- 1.2 Changes to Number of Directors. Once members have been admitted to the Association, the Board may not, without the approval of the members, specify or change any Bylaw provision that would:

1.2.1 Fix or change the authorized number of directors;

1.2.2 Fix or change the minimum or maximum number of directors; or

1.2.3 Change from a fixed number of directors to a variable number of directors or vice versa.

1.3 High Vote Requirement. If any provision of these Bylaws requires the vote of a larger proportion of the Board than otherwise required by law, such provision may not be altered, amended or repealed except by that greater vote.

1.4 Member's Approval Required. Without the approval of the members, the Board may not adopt, amend or repeal any Bylaw that would:

1.4.1 Increase or extend the terms of directors;

1.4.2 Allow any director to hold office by designation or selection rather than by election by a member or members;

1.4.3 Increase the quorum for members meetings;

1.4.4 Repeal, restrict, create, expand or otherwise change proxy rights; or

1.4.5 Authorize cumulative voting.

Section 2. Amendment by Members. New Bylaws may be adopted, or these Bylaws may be amended or repealed, by approval of the members provided, however, that any such adoption, amendment or repeal also requires approval by the members of a class if that action would:

2.1 Materially and adversely affect the rights, privileges, preferences, restrictions or conditions of that class as to voting, dissolution, redemption or transfer in a manner different than the action affects another class;

2.2 Materially and adversely affect that class as to voting, dissolution, redemption or transfer by changing the rights, privileges, preferences, restrictions or conditions of another class;

2.3 Increase or decrease the number of memberships authorized for that class;

2.4 Increase the number of memberships authorized for another class;

2.5 Effect an exchange, reclassification or cancellation of all or part of the memberships of that class; or

2.6 Authorize a new class of memberships.

Any provision of these Bylaws that requires the vote of a larger proportion of the members than otherwise is required by law may not be altered, amended or repealed except by vote of that greater number. No amendment may extend a director's term beyond that for which the director was elected.

ARTICLE XVI CERTIFICATE OF SECRETARY

Section 1. I certify that I am the duly elected and acting Secretary of the California Geotechnical Engineers Association, a California Nonprofit Mutual Benefit Corporation, that the above Bylaws, consisting of 14 pages, are the Bylaws of this Association as adopted by the General Membership on May 1, 1992 as amended by the General Membership on April 29, 1993, as amended by the Board of Directors on April 21, 1995, as *amended by the General Membership on February 16, 1996*, and **as amended April 10, 2003**, and that they have not been amended or modified since that date.

(Signed copy on file at CGEA office)

MICHAEL J. MILLER, 2002-2003 SECRETARY