

BYLAWS

SOCIETY OF HISPANIC PROFESSIONAL ENGINEERS TEXAS BAY AREA CHAPTER, INC.

ARTICLE I. NAME

The organization governed by these bylaws shall be named the Society of Hispanic Professional Engineers - Texas Bay Area Chapter, Inc. This organization may also be referred to as the "Texas Bay Area Chapter".

ARTICLE II. GOALS

Section 1. PROMOTION

The principal purpose of the Chapter shall be to actively promote the policies, objectives, and programs of the Society of Hispanic Professional Engineers, Incorporated in the State of California; herein referred to as SHPE National.

Section 2. DEVELOPMENT

The Chapter shall be a catalyst within its jurisdiction to promote membership and future maturation through its subchapter development.

ARTICLE III. OBJECTIVES

Section 1. OBJECTIVES

The objectives of the Chapter shall be to:

- a. Inform the general public of technical contributions and achievements of Hispanics.
- b. Provide a forum for and to encourage:
 - i. The exchange of technical information.
 - ii. Professional development.
 - iii. Entrepreneurial opportunities.
- c. Develop programs benefiting Hispanics seeking careers in engineering or other technical sciences.
- d. Develop programs that promote the advancement of Hispanic engineers/scientists in employment and education.
- e. To increase the number of Hispanics entering the fields of engineering and science.

ARTICLE IV. MEMBERS

Membership shall be determined after an application has been submitted and approved by the Chapter, pursuant to the subsequent guidelines.

The membership shall be composed of the following types:
Regular, Associate, Honorary, Student and Guild members.

ARTICLE IV. MEMBERS (Continued)

Section 1. REGULAR MEMBERS

Regular members shall be persons who at minimum hold an Engineer-In-Training certificate or a Bachelor's degree in any discipline of engineering, engineering technology, mathematics, physical science, or in a mathematically based science field and who have paid the necessary annual dues. Six years or more of experience as an engineer or in a mathematically based science field, or engineering educator may be substituted for the Bachelor's degree.

The privilege of holding elected office and casting one vote, in the election of officers and in all business that the officers refer to the general members, is extended to regular members only.

Individual regular members shall not act for the society as a whole unless so authorized by the Board of Directors.

Section 2. ASSOCIATE MEMBERS

Associate members shall be persons who believe and support the purpose of this corporation and who have paid the necessary annual dues. They shall not be entitled to nominate, vote, nor hold a position as an officer.

Section 3. HONORARY MEMBERS

Honorary members shall be persons who have been awarded a membership by the corporation's Board of Directors and meet one of the following:

- a. They shall be Hispanic persons who have been accomplished an outstanding achievement in their engineering or scientific profession.
- b. They shall be persons who have participated beyond requirement for the advancement of Hispanic persons in the field of engineering.

Section 4. STUDENT MEMBERS

Student members shall be students enrolled in a curriculum leading to a degree in engineering, engineering technology, mathematics, physical science, or a mathematically based science field.

Section 5. ASSOCIATE STUDENT MEMBERS

Associate student members shall be students who believe and support the purpose and objective of the Chapter, and who do not qualify for student membership.

Section 6. SHPE GUILD MEMBERS

Guild members shall be businesses or organizations that support and pursue the objectives and goals of this society. These members shall not be entitled to vote nor hold office in this society. Guild members shall be extended to all privileges of membership less those exempted above.

ARTICLE V. BOARD OF DIRECTORS

The Elected Board of Directors shall consist of seven directors.

Section 1. ELECTED BOARD OF DIRECTORS

The Elected Board of Directors shall consist of the following officers of the corporation: President, Vice President, Secretary, Treasurer, Vice President of Student Affairs, Vice President of Community Outreach and Past President.

ARTICLE VI. OFFICERS

Section 1

The officers of the corporation shall consist of a President, Vice President, Secretary, Treasurer, Vice President of Student Affairs, Vice President of Community Outreach and Past President.

Section 1.1 PRESIDENT

The President shall represent the corporation and be responsible for all business concerning the corporation. The President shall have full power in the management and business of the corporation, and shall establish all policy of the corporation and/or other function or activities by or under the direction of this corporation, subject to the approval of the Board of Directors.

The President shall also be the Board chairperson, the official spokesperson for the society, manage the other operating officers and manage the day-to-day affairs of the society. In addition, the President may appoint any regular member to fill a vacated Board position until the Board can take action.

Section 1.2 VICE PRESIDENT

The Vice President shall assist the President in all business concerning the corporation and shall act as President in the latter's absence or in the event that the President is unable to complete the term. The Vice President shall also be in charge of corporate networking.

Section 1.3 SECRETARY

The Secretary shall be responsible for the following:

- a. Keeping the minutes of both Board meetings and general meetings.
- b. Present the minutes at the next general membership meeting for approval.
- c. Coordinating the issuance of membership certificates with SHPE National, Inc.
- d. Making proper entries in the books of the Chapter.
- e. Serving all notices required by law, the bylaws, or the Board of Directors.
- f. Forwarding all legal records to SHPE National at the end of each **fiscal** year when applicable.

The Secretary shall act as President pro tem in the absence of the President and the Vice President.

ARTICLE VI. OFFICERS (Continued)

Section 1.4 TREASURER

The Treasurer shall be responsible for the following:

- a. Collection of dues.
- b. Disbursement of authorized funds.
- c. Banking and accounting of all Chapter funds.
- d. Preparing quarterly financial reports listing all liabilities and assets of the Chapter.
- e. Presenting a financial statement to the Board of Directors within thirty (30) days from the end of each fiscal year.
- f. Preparing all financial reports required by the State of Texas and the Federal Government.

Section 1.5 VICE PRESIDENT OF STUDENT AFFAIRS

The Vice President of Student Affairs shall function as a liaison between the Professional Chapter and the Student Chapters with the following responsibilities:

- a. Mentor to student chapters
- b. Identify potential chapters
- c. Assist in starting new chapters

Section 1.6 VICE PRESIDENT OF COMMUNITY OUTREACH

The Vice President of Community Outreach shall function as a liaison between the Professional Chapter and the community with the following responsibilities:

- a. Network with community
- b. Identify community needs
- c. Propose outreach programs
- d. Manage outreach programs

Section 1.7 PAST PRESIDENT

The Past President, shall function as advisor to the chapter and the current board with the following responsibilities:

- a. Manage action items
- b. Advisor to committees

If for any reason the Past President cannot serve their position on the board any past officer of the previous board may be appointed by the present board to fulfill their duties.

Section 2. ELECTIONS AND TERM OF OFFICE

The officers of this Chapter shall be elected by the regular membership at the Annual Election meeting. The term of office shall be one year to begin on the first (1st) day of July.

Section 3. REMOVAL FROM OFFICE

A vote of two thirds (2/3) of the regular members voting on the issue(s) is required for removal.

Section 4. VACANCIES

The order of succession shall prevail in the event of a vacancy in any office due to death, resignation, disqualification, or otherwise. The resulting vacancy shall be filled at the discretion of the Board of Directors for the unexpired portion of the term.

ARTICLE VII. JURISDICTION

Section 1. GEOGRAPHIC BOUNDARIES

The Chapter shall exercise its jurisdiction over the area included within the geographic boundaries of the following municipalities in the State of Texas: Southern part of Harris County and Galveston County.

Section 2. SUBCHAPTERS

Subchapters may be formed within the Chapter jurisdiction.

Section 3. JURISDICTION CHANGES

The Chapter jurisdiction may be reduced in geographic size if subchapters evolve into new chapters officially recognized by SHPE National. In this case, those municipalities, or portions thereof, that can best be served by the new chapter as determined by members in the respective municipalities shall be subject to jurisdiction transfer to the new chapter.

ARTICLE VIII. FISCAL YEAR

The fiscal year of the Chapter shall coincide with that of SHPE National.

ARTICLE IX. DUES

Section 1. DUES

- a. SHPE National shall determine the amount of annual dues for each category. Dues are to be paid directly to the Chapter. The Chapter will forward a portion of dues to SHPE National per the current SHPE National policy.
- b. Dues shall be payable to the Chapter before the first (1st) day of July of each year. Dues of new members shall be prorated from the first (1st) day of the month in which such new member submits for membership, for the remainder of the Chapter fiscal year.
- c. Termination of membership is as follows:
 - i. The Board of Directors may suspend or expel any member who becomes ineligible for membership by default in the payment of dues for the period fixed in ARTICLE IX, Section 1, b.
 - ii. Any member may terminate his/her membership upon written notification of the effective date of resignation to the Secretary of the Chapter.
 - iii. The Board of Directors may, by majority vote, terminate any member for any infraction of the bylaws, rules, and/or regulations of the Chapter.

ARTICLE X. MEETINGS

To establish a quorum, not less than on half (1/2) of the Board of Directors must be present. Voting issues shall be determined by majority vote.

Section 1. ANNUAL ELECTION MEETING

An annual election meeting of the members shall be held before the third week of June. Chapter officers will be elected at this meeting.

ARTICLE X. MEETINGS (Continued)

Section 2. GENERAL MEETINGS

At least three (3) general membership meetings shall be held each fiscal year, in addition to the annual election meeting.

Section 3. SUBCHAPTERS

Subchapters shall meet at least every three (3) months during the fiscal year.

Section 4. COMMITTEE MEETINGS

Committee meetings are to be held at the discretion of the committee director.

Section 5. BOARD OF DIRECTORS MEETINGS

The Board of Directors shall meet at least every two (2) months during the fiscal year. Members may attend as non-voting observers.

Section 6. SPECIAL MEETINGS

The President or any two of the following: Vice President, Secretary, Treasurer, Vice President of Student Affairs, Vice President of Community Outreach and/or the Past President (or their appointed representative) may, during a Board meeting, call a special meeting of the Chapter general membership.

Section 7. MEETING NOTICES

At the direction of the President a meeting notice shall be delivered to each member. The notice shall include the agenda, place, date, and time of the meeting and shall be delivered verbally or in writing not less than ten (10) days or more than thirty (30) days prior to the meeting.

No defects in the calling or noticing of a Board meeting will affect the validity of any action at the meeting if a quorum was present and if each Director not present signs a written waiver of notice or consent to the holding of the meeting or approval of the minutes, either before or after the meeting, and such waivers, consents or approvals are filed with the corporate records or made a part of the minutes of the meeting.

The Board of Directors may take action without a meeting if each Director who is entitled to vote signs a written consent to the action and such consents are filed with the Secretary of the corporation.

Section 8. RULES

All meetings shall adhere to "Robert's Rule of Order".

ARTICLE XI. ASSETS

Section 1. ASSETS

In the event that the Society of Hispanic Professional Engineers - Texas Bay Area Chapter, Inc. is dissolved, any assets shall become the property of the Society of Hispanic Professional Engineers National, Incorporated in the State of California.

ARTICLE XII. DONATIONS

Section 1. CHAPTER DONATIONS - Section 501(c) 6 of Internal Revenue Code The Chapter may accept donations from corporations and other organizations and host fund raising banquets and events for Chapter programs and activities consistent with SHPE National policy of "Solicitations and Educational Grants".

Section 2. FOUNDATION DONATIONS - Section 501(c) 3 of Internal Revenue Code Donations for Educational Grants and other education purposes under the auspices of SHPE Foundation shall be referred directly to the Foundation consistent with SHPE National policy on "Solicitations and Educational Grants".

ARTICLE XIII. LIABILITY OF MEMBERS

Section 1. LIABILITY

No member of the Chapter shall be personally or otherwise liable for any debts, liabilities, and/or obligations of the Chapter.

ARTICLE XIV. AMENDMENTS TO THE ARTICLES OF INCORPORATION

Section 1. AMENDMENT PROCEDURES

- a. A motion to amend the Articles of Incorporation must first be made, entertained, and approved by the Board of Directors.
- b. The proposed amendment, after Board approval, shall be submitted in writing to the Secretary, acting as a member of the Board of Directors, for presentation to the regular membership at an annual or general meeting.
- c. A copy of the proposed amendment shall be mailed with the meeting notice.
- d. A vote of two thirds (2/3) of the members voting on the issue(s) is required for amendment passage.
- e. The amendment shall be submitted to SHPE National for final approval.

ARTICLE XV. AMENDMENTS TO THE BYLAWS

Section 1. AMENDMENT PROCEDURES

- a. A motion to amend the bylaws must first be made, entertained and approved by the Board of Directors.
- b. The proposed amendment, after Board approval, shall be submitted in writing to the Secretary, acting as a member of the Board of Directors, for presentation to the regular membership at an annual or general meeting.
- c. A copy of the proposed amendment shall be mailed with the meeting notice.
- d. A vote of two thirds (2/3) of the members voting on the issue(s) is required for amendment passage.
- e. The amendment-shall be submitted to SHPE National for final approval.