

BYLAWS OF
SOCIETY OF HISPANIC PROFESSIONAL ENGINEERS
A California Nonprofit Public Benefit Corporation

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Article 1 NAME

Section 1.1 Corporate Name

The name of this corporation is Society of Hispanic Professional Engineers (the “Corporation” or “SHPE”).

Article 2 OFFICES

Section 2.1 Principal Office

The principal executive office and the principal office for the transaction of the business of the Corporation may be established at any place or places within the United States by resolution of the ~~Board~~National Board of Directors (~~Board~~National Board).

Section 2.2 Other Offices

The ~~Board~~National Board may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to transact business.

Article 3 OBJECTIVES AND PURPOSES

Section 3.1 General Purpose

The general purpose for which this Corporation is organized is to engage in any lawful act or activity for which a corporation may be organized under the Nonprofit Public Benefit Corporation Law of California, provided, however, nothing in this Article 3 shall be construed to authorize this Corporation to carry on any activity for the profit of its officers, Directors or other persons or to distribute any gains, profits or dividends to any of its officers, Directors or other persons as such. Furthermore, nothing in this Article shall be construed as allowing the Corporation to engage in any activity forbidden under Section 501(c)(3) of the Internal Revenue Code.

Section 3.2 Specific Purpose

The specific purpose of this Corporation shall include without limitation, to develop funds for educational purposes such as scholarships, educational grants, sponsoring seminars and conferences, programs supplementing existing educational programs, informing the public of career and educational opportunities, maintaining educational centers, promoting the interests of students and professionals in educational and charitable pursuits.

Article 4 NONPARTISAN ACTIVITIES

Section 4.1 Public Purpose

This Corporation has been formed under the California Nonprofit Public Benefit Corporation Law for the public purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote.

Section 4.2 Prohibited Activities

The Corporation shall not, except in any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above in Article 3.

Article 5 DEDICATION OF ASSETS

Section 5.1 Property Use

The property of this Corporation is irrevocably dedicated to charitable or educational purposes, or any other purposes permitted under Section 501(c)(3) of the Internal Revenue Code. No part of the net income or assets of this Corporation shall ever inure to the benefit of any ~~Board~~National Board Member ~~Director or officer thereof~~ or to the benefit of any private person; provided, however, that this provision shall not prevent payment to ~~any person who is not a member of the Board~~National Board any private person who is not a Director of reasonable compensation for services performed for the Corporation in effecting any of its public purposes, as long as such compensation is otherwise permitted by these Bylaws ~~and is fixed by resolution of the Board~~National Board; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on the dissolution of the Corporation.

Section 5.2 Distribution of Assets Upon Dissolution

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable, scientific or educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

Article 6 MEMBERSHIPS

Section 6.1 Members

This Corporation shall be a membership organization, having members as defined in Section 5056 of the California Corporations Code.

Section 6.2 General Membership

The Corporation shall have general members as set forth below (collectively, "General Membership"). The ~~Board~~National Board shall adopt policies and procedures for the admission, suspension and termination of general and other designated members, such as Honorary Members and Junior (K-12 student) members, who shall have no voting rights in the Corporation. The ~~Board~~National Board shall also adopt policies and procedures for the payment of dues by its general and other designated members. General members shall have opportunity and voice in the Corporation through election of candidates to the ~~Board~~National Board and nomination or election of ~~the~~ Regional ~~Committee members~~ Leadership as described in these Bylaws and pursuant to policies and procedures adopted by the ~~Board~~National Board, and may be considered for appointment to the ~~Board~~National Board. General ~~M~~members must approve any and all changes to these ~~B~~ylaws in accordance with the provisions of Section 18.2., subject to limitations in voting as set forth below.

6.2.1 *Professional Members*

A Professional Member shall be a person who holds a bachelor's degree in any discipline of engineering, science, mathematics, or any technologically focused (STEM) field. Six years of experience in a STEM field or experience as a STEM educator may be substituted for the bachelor's degree. Professional members shall be entitled to cast one vote in the election of members to the ~~Board~~National Board as set forth in these Bylaws and in elections of all ~~the~~ Regional ~~Committee~~ Leadership members for their respective associated region, and shall otherwise have the right to vote.

6.2.2 *Associate Members*

An Associate Member shall be a person who believes and supports the purpose of this Corporation. An Associate Member is one who is a non-STEM professional or student. He/she shall not be entitled to elect candidates for the ~~Board~~National Board nor vote in elections of Regional ~~Leadership~~ and Leadership and shall not otherwise have the right to vote. ~~Committee members.~~ Associate Members shall be extended all privileges of a Professional or Undergraduate Student Member less those exempted above.

6.2.3 *Undergraduate Student Members*

Undergraduate Student ~~M~~members shall be ~~—~~ students enrolled in an undergraduate curriculum leading to an Associates, Bachelors or other

technical degree in a STEM field. He/she shall not be entitled to elect candidates for the National Board nor vote in elections of Regional Leadership, and shall not otherwise have the right to vote, except within their local Student Chapter.

6.2.4 Graduate Student Members

Graduate Student Members shall be students enrolled in a full-time graduate curriculum leading to a ~~Master's of Science~~Masters of Science, Masters of Engineering, Doctorate of Philosophy, or Doctorate of Engineering degree in any STEM field. Graduate Student Members shall be entitled to cast one vote in the election of the graduate student NGR candidates to the ~~Board~~National Board as set forth in these Bylaws and in elections of all the Regional Committee Leadership members positions for their ~~associated respective~~ region-, and shall otherwise have the right to vote.

6.2.5 Lifetime Members

Lifetime ~~M~~members are ~~G~~general ~~M~~members, from any class of general or other designated membership, who have met the requirements that are established from time to time by the ~~Board~~National Board for recognition as a Lifetime Member. Once individuals have met the qualifications for Lifetime ~~M~~membership and are recognized by the ~~Board~~National Board as a Lifetime Member, they shall retain the designation of Lifetime ~~M~~member even if the conditions for membership change or are modified by the ~~Board~~National Board. Persons who were Lifetime Members of the Society of Hispanic Professional Engineers, Inc. shall be recognized as Lifetime Members of the Corporation. Lifetime Members may elect candidates for the ~~Board~~National Board or vote for ~~the~~ Regional Leadership Committee members consistent with the class of general or other designated membership they held prior to becoming Lifetime Members, and shall otherwise have the right to vote.

Article 7 DIRECTORS

Section 7.1 Number of Directors

The ~~Board~~National Board shall consist of 15 ~~positions-~~positions.

Section 7.2 Powers

Subject to the provisions of the California Nonprofit Corporation Law, the business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the ~~Board~~National Board of Directors ("~~Board~~National Board"). The Directors shall act only as a ~~Board~~National Board, and an individual Director shall not have the power to act or speak for the ~~Board~~National Board without prior authorization from the ~~Board~~National Board. The ~~Board~~National Board may delegate the management of the activities of the Corporation to any person or persons, management

company or committee however composed, provided that the activities and affairs of the Corporation be ~~managed~~managed, and all corporate powers shall be exercised under the ultimate direction of the ~~Board~~National Board.

Section 7.3 Terms; Qualifications; Election of Successors

7.3.1 *Terms*

~~The initial Board~~National Board shall have designated terms through the conclusion of either the 2016 and 2017 Annual Meetings described in Section 7.6 of this Article 7 so that subsequent ~~Board~~National Board appointments are staggered. Directors shall be limited to no more than three consecutive two-~~year~~ terms, provided that Designated Directors described under Section 7.3.4.2 and 7.3.4.3 will serve only ~~one year~~one-year terms. After serving three consecutive terms, ~~members a Director~~ may not continue to serve past the expiration of the respective third term and may not be nominated for a position on the ~~Board~~National Board until they have been off the ~~Board~~National Board for a period of at least one term (i.e., two years).

7.3.2 *Qualifications*

Directors must have shown interest and demonstrated support of SHPE or diversity and inclusion in STEM. Directors must have made, or caused to be made, financial contributions to the Corporation as set from time to time by policy of the ~~Board~~National Board. Directors elected by qualified general members are expected to have had leadership responsibility, currently or in the past with SHPE and or its programs and activities, be engaged directly or indirectly in the fields of engineering, science, mathematics and or technology. Directors are expected to represent, or have represented academics or working professionals, or companies or organizations that employ and or promote STEM enterprises. Lifetime Members of SHPE shall be eligible for appointment or election to the ~~Board~~National Board.

7.3.3 *Election of Successors.*

~~Nine~~ positions on the ~~Board~~National Board shall be appointed by vote of the ~~board~~National Board from a list of nominations sent by the ~~Board~~National Board's ~~Executive~~ Nominations ~~ng~~ SubcCommittee, which must make a good faith effort to ensure that candidates presented to the ~~Board~~National Board represent a cross section of SHPE constituencies. Included among these appointments shall be at least one Director representing corporations, ~~at least one Director representing K-12 educational academia,~~ at least one Director representing graduate and/or undergraduate academia and at least one Director representing government. There will be six Designated Director ~~p~~Positions on the ~~Board~~National Board, as set forth below in section 7.3.4. Each new Director shall take office on July 1st following their selection by the ~~Board~~National Board (unless the ~~Board~~National Board is making an appointment to fill a vacancy). ~~Directors shall remain on the Board~~National Board until such time as their successor has been approved by the ~~Board~~National Board.

7.3.4 Six Designated Director Positions

Six positions on the ~~Board~~National Board shall be filled from a list of candidates elected for each position in accordance with the provisions in Article 12 of these Bylaws so that the ~~Board~~National Board at all times includes Directors in the following designated positions:

7.3.4.1 *Three STEM Professionals. One of these professionals will be responsible for representing the Regional ~~Leadership Committees~~ on the ~~Board~~National Board.*

7.3.4.2 *One STEM graduate student, ~~who shall be referred to as the National Graduate Representative (NGR).~~*

7.3.4.3 *Two STEM undergraduate students, ~~who shall be referred to as the National Undergraduate Representatives (NURs.)~~*

Section 7.4 Vacancies

7.4.1 Events Causing Vacancy

A vacancy or vacancies on the ~~Board~~National Board shall be deemed to exist on the occurrence of the following: (i) the death, resignation, or removal of any Director; (ii) the declaration by resolution of the ~~Board~~National Board of a vacancy in the office of a Director who has been declared of unsound mind by an order of court or convicted of a felony or has been found by final order or judgment of any court to have breached a duty under the California Nonprofit Corporation Law; or (iii) whenever the number of authorized Directors is increased.

7.4.2 Resignation and Removal

Directors may be removed by a simple majority of Directors then in office for breach of confidentiality, failure to disclose a conflict of interest, or organizational financial misconduct. A Director may be subject to removal with or without cause if, upon the vote of a 2/3 majority of then serving ~~Board~~National Board~~members~~ Directors, the ~~Board~~National Board deems that their presence may cause negative consequences, or negatively impact the image, brand or integrity of the Corporation. No proof of such potential negative impact shall be required if the number of votes required for removal is met. A ~~member of the Board~~National Board~~Director~~ may resign at any time by sending notice to the Secretary ~~of the Board~~National Board stating the date and time such resignation is to become effective.

7.4.3 Appointment to Fill Vacancies

If a vacancy is created by any event, a majority of the remaining Directors then in office may appoint a new Director. Vacancies may be filled by

candidates brought forward by Directors, without going through any formal nominations process. Candidates to fill such vacancies must conform to the qualification requirements stated above and must represent the same constituency as the Director who formerly held the now vacant position (e.g., a vacancy in a student Designated Director Position shall be another qualified student). Any Director so elected shall serve the remaining term of the vacant position and such term shall count as a term of office for the purpose of term limitation as defined in these bylaws.

7.4.4 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 7.5 Place of Meetings; Telephone and Electronic Meetings

Meetings of the ~~Board~~National Board may be held at any place or in any manner permitted by current California Law. Directors may participate in a meeting through use of conference telephone, electronic video screen communication or electronic transmission by the Corporation. Participation in a meeting through use of conference telephone or video screen communication may be held and considered a bona-fide meeting as long as all participants can participate fully in the meeting and hear and be heard. Participation in a meeting through use of electronic transmission by and to the Corporation, other than conference telephone and electronic video screen communication is permitted so long as (a) each Director participating in the meeting can communicate with all of the other Directors concurrently; and (b) each Director is provided the means of participating in all matters before the ~~Board~~National Board, including, without limitation, the capacity to propose, or interpose an objection to, a specific action to be taken by the Corporation. At such meetings simple voice vote may be taken. If the outcome of such vote is not clear, or if desired, a roll call vote may be required at the request of any single ~~member of the board~~National Board Director then in attendance.

Section 7.6 Regular Meetings

Regular meetings of the ~~Board~~National Board shall be held at such dates, times and locations as shall from time to time be fixed by the ~~Board~~National Board, provided, however, that the ~~Board~~National Board shall meet at least four times during the fiscal year, one of which will be the annual meeting. Notice of regular meetings shall be given one week for telephone or electronic meetings and four weeks for face-to-face meetings. Notice of the time and place of meetings shall be given to each Director by one of the following methods: (a) by personal delivery or written notice; (b) by first-class mail, postage paid; (c) by telephone, including a voice messaging system or (d) by electronic transmission as defined by and in accordance with Section 20 of the California Corporations Code or any successor provision.

Section 7.7 Special Meetings

Special meetings of the ~~Board~~National Board, for any purpose, may be called at any time by the Chairperson of the ~~Board~~National Board or any two ~~Di~~irectors. Special meetings shall be held upon ~~five-e~~days' notice by first-class mail or 48-hour~~s~~-notice delivered personally or by telephone, including a voice messaging system or by electronic transmission as defined by and in accordance with Section 20 of the California Corporations Code or any successor provision. The notice shall state the time and place and purpose of the meeting.

Section 7.8 Annual Meeting

An annual meeting of the ~~Board~~National Board shall be held at the hour and place designated by the ~~Board~~National Board. Unless otherwise indicated, the annual meeting shall be held at the National ~~Con~~vention~~ference~~, held each year by the Corporation. In the event the annual meeting is not held timely because of oversight or otherwise, a meeting shall be held as soon thereafter as conveniently it may be.

Section 7.9 Quorum

The quorum of the ~~Board~~National Board for transaction of business will consist of ~~a ½ of majority of all Designated~~ Directors (not including vacant positions) ~~and 5/9 of all other Directors (not including vacant positions)~~, except to adjourn as provided in Section 7.11 of this Article 7. Every act taken or decision made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the ~~Board~~National Board, subject to the provisions of the California Nonprofit Corporation Law, including, without limitation, those provisions relating to (i) approval of contracts or transactions in which a Director has a direct or indirect material financial interest, (ii) creation of, and appointment to, committees of the ~~Board~~National Board, and (iii) indemnification of Directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 7.10 Waiver of Notice

The transactions of any meeting of the ~~Board~~National Board, however called and noticed or 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, and (b) either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting before or at its commencement about the lack of adequate notice. Directors can protest the lack of notice only by presenting a written protest to the Secretary of the Corporation either in person, by first-class mail addressed to the Secretary at the principal office of the Corporation as contained on the Corporation's records as of the date

of the protest, or by facsimile addressed to the facsimile number of the Corporation as contained on the Corporation's records as of the date of the protest.

Section 7.11 Adjournment

A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section 7.12 Notice of Adjournment

Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case personal notice of the 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 7.13 Conduct of Meetings

Meetings of the ~~Board~~National Board shall be presided over by the Chairperson of the ~~Board~~National Board, or, in his or her absence, by a Vice Chairperson of the ~~Board~~National Board or, in the absence of each of these persons, by an acting Chairperson chosen by a majority of the Directors present at the meeting. The Secretary of the Corporation shall act as Secretary of all meetings of the ~~Board~~National Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting. Meetings shall be governed by the latest edition of Robert's Rules of Order, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this Corporation, or with provisions of law.

Section 7.14 Action Without Meeting

Any action required or permitted to be taken by the ~~Board~~National Board may be taken without a meeting, if all ~~members of the Board~~National Board~~Directors~~, individually or collectively, consent in writing to the action by any method permitted by law. For the purposes of this Section only, "all members of the ~~Board~~National Board" shall not include any "interested Director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law. Such action by unanimous written consent shall have the same force and effect as a unanimous vote of the ~~Board~~National Board. Such written consent or consents may be delivered to the ~~Board~~National Board in any manner permitted by law and shall be filed with the minutes of the proceedings of the ~~Board~~National Board, provided, however, that typed, electronic signatures are not permitted unless prior to the vote the Director has affirmatively consented to such use on a form prescribed by the ~~Board~~National Board and has not withdrawn such consent.

Section 7.15 Fees and Compensation of Directors

Directors shall not receive any compensation for the services as Directors of the ~~Board~~National Board other than reimbursement of expenses directly associated with their role on the ~~Board~~National Board, as may be determined by the ~~Board~~National Board to be just and reasonable. Acting Directors may not be

compensated for any other reason. The Corporation shall have in place policies regarding compensation and reimbursement that conform to allowable Internal Review Service rules for corporations recognized as tax exempt.

Section 7.16 Non-Liability of Directors

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

Article 8 COMMITTEES

Section 8.1 Committees of Directors Exercising Powers of the BoardNational Board

The BoardNational Board may, by resolution adopted by a majority of the Directors then in office, create one or more committees, including an executive committee, each consisting of two or more Directors, to serve at the discretion of the BoardNational Board. A committee exercising the authority of the BoardNational Board shall not include as members persons who are not a BoardNational Board Director. Any committee, to the extent provided in the resolution of the BoardNational Board, may have all the authority of the BoardNational Board, except that no committee, regardless of BoardNational Board resolution, may:

- (a) Fill vacancies on the BoardNational Board or in any committee which has the authority of the BoardNational Board;
- (b) Fix compensation of the Directors for serving on the BoardNational Board or on any committee;
- (c) Amend or repeal Bylaws or adopt new Bylaws;
- (d) Amend or repeal any resolution of the BoardNational Board which by its express terms is not so amendable or repealable;
- (e) Appoint any other committees of the BoardNational Board or the members of these committees;
- (f) Approve any transaction (1) between the Corporation and one or more of its Directors or (2) between the Corporation or any entity in which one or more of its Directors have a material financial interest; or
- (g) Expend corporate funds to support a nominee for Director after more persons have been nominated than can be elected.

Section 8.2 Standing ~~Board~~National Board Committees

The ~~Board~~National Board Chairperson shall make appropriate appointments of Directors (i.e., chairs and members of) to the following Standing Committees and Subcommittees:

8.1.18.2.1 Finance Committee

The Treasurer shall be the chair of the Finance Committee, and he/she shall appoint ~~three~~ at least two additional ~~members~~Directors to serve on the Finance Committee. In addition to the scope of responsibilities described in the Finance Committee Charter, ~~T~~the Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with staff and other ~~Board~~National Board members.

~~8.1.2~~ Investment Committee:

~~An Investment Committee shall consist of such BoardNational Board members as shall from time to time be appointed by the BoardNational Board. Subject at all times to BoardNational Board supervision, the Investment Committee shall have the power and authority to investigate all matters pertaining to the investment of the SHPE's endowment and other funds, direct the investment and reinvestment of all such funds, purchase and sell stocks, bonds and other securities as it shall deem proper, and arrange for and establish annuities in connection with the management of the endowment funds. All actions taken by the committee shall be promptly reported to the BoardNational Board. The Treasurer and the Chief Financial Officer shall be ex-officio members of the Investment Committee in an advisory capacity.~~

8.1.38.2.2 Audit Committee

Pursuant to the ~~State of California under~~ the California Nonprofit Integrity Act of 2004, ~~the BoardNational Board shall designate an the~~ Audit Committee shall be comprised of not less than three ~~Directors- members and~~ . ~~The Audit Committee~~ shall not include any members of the SHPE National staff ~~;(including the Chief Executive Officer);~~ or the Treasurer. Members of the Finance Committee may serve on the Audit Committee, but cannot comprise a majority of the Audit Committee. The chair of the Audit Committee may not serve on the Finance Committee; Chairperson or members of the Finance Committee. Members of the Audit Committee may not receive compensation for services, other than reimbursement of expenses reasonably incurred on behalf of the Corporation, and may not have any material financial interest in any entity doing business with the Corporation. -In addition to the scope of responsibilities described in the Audit Committee Charter, ~~T~~the Audit Committee shall oversee the integrity and adequacy of financial reports, controls and procedures, recommend to the ~~Board~~National Board the retention and termination of the independent auditor, confer with the auditor to ensure the financial affairs of the Corporation are in order, review and determine

whether to accept the audit, assure that any non-audit services performed by the auditing firm conform to standards for auditor independence and approve performance of non-audit services by the auditing firm.-

8.1.48.2.3 Policies and Procedures Governance Committee

The Governance Committee shall be comprised of not less than three Directors BoardNational Board shall establish a standing committee oversee the overall for policies and procedures governance of the Corporation. In addition to the scope of responsibilities described in the Audit Committee Charter, tThe role of this committee is to create and keep current, National Board policies and normal operational procedures of the Corporation and ensure that such the policies/procedures are in concert with California nonprofit corporation law, these Bbylaws and other policies/procedures rules of the Corporation. National Board Ppolicies and procedures shall be kept at the Corporate headquarters and available at each meeting of the BoardNational Board.

8.1.58.2.4 Executive Compensation Committee

~~There shall be an Executive Compensation Committee.~~—The Executive Committee shall be comprised of committee shall be the Chairperson, Vice Chairperson, Secretary and Treasurer, of the Corporation. In addition to the scope of responsibilities described in the Executive Committee Charter, Tthe duties of this committee are to make recommendations to the boardNational Board regarding the compensation and benefits for the CEO and Chief Financial Officer (CFO), within guidelines set by the boardNational Board, and establish ranges of compensation and benefits for other senior employees if deemed necessary. This committee shall ensure the conditions of the contract with the CEO are met and being observed. The Executive Compensation Committee shall report to the boardNational Board annually, in closed session, the terms, condition, salary and benefits contained in the CEO's and CFO's contract.

Section 8.2Section 8.3 Other Committees

The BoardNational Board and Chairperson of the BoardNational Board may establish other committees as deemed necessary. Committee members need not be Directorsmembers of the BoardNational Board. Committees may be established for any purpose and for a specific duration as needed. Committees whose duration is not established must be reconstituted and populated with committee members upon the end of the fiscal year or the next Annual Meeting of the BoardNational Board or it shall deemed to be defunct.—Such Oother committees (and subcommittees) of a perpetual nature will include, without limitation, the following:

8.3.1 Investment Subcommittee:

The Investment Subcommittee is a subcommittee of the Finance Committee. The Investment Subcommittee shall consist of such Directors as shall

from time to time be appointed by the National Board Chair in collaboration with the chair of the Finance Committee. Subject at all times to National Board supervision, and in addition to the scope of responsibilities described in the Investment Subcommittee Charter, the Investment Subcommittee shall have the power and authority to investigate all matters pertaining to the investment of the SHPE's –funds, direct the investment and reinvestment of all such funds, purchase and sell-stocks, bonds and other securities as it shall deem proper, and arrange for and establish annuities in connection with the management of the funds. All actions taken by the Investment Subcommittee shall be promptly reported to the Finance Committee.– The Treasurer shall be an ex-officio, nonvoting member of the Investment Subcommittee.

8.2.18.3.2 Nominations ~~ng~~ Subcommittee

The Nominations ~~ng~~ Subcommittee shall be a subcommittee of the Governance Committee. The chair of this subcommittee shall be appointed by the ~~chairperson of the board~~ National Board Chairperson in collaboration with the chair of the Governance Committee each year and shall consist of not less than no more than 5 committee three members. ~~The committee members need not be members of the Board~~ National Board but may be if so desired. In addition to the scope of responsibilities described in the Nominations Subcommittee Charter, this subcommittee ~~The committee~~ shall identify potential members to the ~~Board~~ National Board to fill vacancies and/or open ~~positions~~ seats. The ~~N~~ominations Subcommittee shall also identify candidates for a slate of officers and ~~D~~irectors (other than ~~D~~esignated ~~D~~irectors) to be elected by the full ~~board~~ National Board no later than two months before any such election is to be held.

8.2.28.3.3 Elections Subcommittee

Election of candidates for ~~the~~ Designated Directors (i.e., two ~~STEM National u~~ Undergraduate ~~students~~ Representatives, one STEM National g Graduate, ~~Representative~~ and three STEM p professionals ~~Designated Directors~~) positions on the ~~Board~~ National Board and election of the members of the Regional Leadership Committees (Regional Vice-Presidents, Regional Student Representatives, and the Regional Graduate Representatives) shall be organized and managed ~~directed~~ by the Elections ~~Committee~~ Subcommittee at the direction of the Governance Committee. The Elections ~~Subc~~ommittee shall ~~adopt~~ implement election policies and procedures adopted by the National Board. Such election policies/procedures shall that strive to be impartial and fair to all the candidates. In addition to the scope of responsibilities described in the Elections Subcommittee Charter, ~~T~~he Elections Subcommittee will ~~shall~~ prepare the ballots to be distributed to all eligible General Members, including eligible professionals, undergraduates and graduates ~~members~~, and eligible ~~S~~student ~~C~~hapters to vote for candidates to be nominated for appointment to the Designated Director positions on the ~~Board~~ National Board and for the above mentioned ~~members~~ positions of the Regional Leadership Committees. It shall prepare and distribute ballots to the

eligible ~~S~~student ~~C~~hapters for election of ~~candidates for Board~~National Board ~~appointment to~~ the two ~~STEM National~~Undergraduates Representative-Designated Director positions on the ~~Board~~National Board. It shall prepare and distribute ballots to the eligible ~~G~~graduate ~~S~~student members for election of ~~candidates for Board~~National Board ~~appointment to~~ the ~~STEM National~~Graduate Representative ~~student~~ on the ~~Board~~National Board. It shall prepare the ballots for ~~the Regional Leadership elections each regional vice president and regional student representative election and~~ shall distribute them to the eligible professional ~~members, eligible and graduate~~ student members, and eligible ~~S~~student ~~C~~hapters within each region respectively. The Elections ~~Sub~~Committee shall notify ~~the associate all~~ SHPE members and chapters in a timely manner of the open offices ~~for elections~~ and solicit nominations for candidates as prescribed below.

Regional Committees

~~There shall be seven regional committees (one for each region) consisting of at a minimum the Regional Vice President (RVP), Regional Junior Representative (RJR), Regional Student Representative (RSR) and Regional Graduate Representative (RGR). The regional committee may select and appoint additional members of the committee as each committee deems appropriate.~~

Section 8.3 Section 8.4 Rules for Committees (and Subcommittees)

~~The BoardNational Board shall approve all Committee and Subcommittee charters. may adopt rules for the governance of any committee At no time, shall a Committee or Subcommittee act not inconsistent with the provisions by these Bylaws, ~~or, in the absence of rules adopted by the BoardNational Board, the committee may adopt such rules.~~ A majority of the authorized ~~C~~ommittee/Subcommittee members shall constitute a quorum for the transaction of ~~C~~ommittee/Subcommittee -business, except to adjourn. A majority of the ~~C~~ommittee/Subcommittee members present, whether or not constituting a quorum, may adjourn any meeting to another time and place. Every act taken or decision made by a majority of the ~~C~~ommittee/Subcommittee members present at a meeting duly held at which a quorum is present shall be regarded as an act of the ~~C~~ommittee/Subcommittee, subject to the provisions of the California Nonprofit Corporation law. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of ~~e~~Committee members, if any action taken is approved by at least a majority of the required quorum for that meeting.~~

Article 9 OFFICERS

Section 9.1 Officers

The Corporation shall have as officers of the ~~Board~~National Board, a Chairperson, a Vice-Chairperson, a Secretary, and a Treasurer who form the ~~Executive~~ Committee of the ~~board~~National Board. The Corporation may also

have, at the discretion of the BoardNational Board of Directors, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed in accordance with the provisions of Section 9.3 of this Article 9. No person may hold more than one office.

Section 9.2 Election of Officers

The officers of the Corporation, except those appointed in accordance with the provisions of Section 9.3 of this Article 9, shall be chosen by the BoardNational Board, and each shall serve at the discretion of the BoardNational Board ~~until their successor shall be elected~~, subject to the rights, if any, of any officer who is not a BoardNational Board member but serves under a contract with the Corporation.

Section 9.3 Subordinate Officers

The BoardNational Board may appoint, and may authorize the Chairperson of the BoardNational Board or another officer to appoint, any other officers that the business of the Corporation may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified in the Bylaws or as determined from time to time by the BoardNational Board.

Section 9.4 Removal of Officers

Any officer may be removed, with or without cause, by the BoardNational Board, at any regular or special meeting of the BoardNational Board, or at the Annual Meeting of the Corporation, or, except in the case of any officer chosen by the BoardNational Board, by an officer on whom such power of removal may be conferred by the BoardNational Board. Actions for removal of Directors must follow Section 7.4.2.

Section 9.5 Resignation of Officers

Any officer may resign at any time by giving written notice to the Corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any of the Corporation under any contract to which the officer is a party.

Section 9.6 Vacancies in Offices

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to that office. In the event of a vacancy in any office other than the Chairperson, such vacancy shall be filled temporarily by appointment by the Chairperson, and shall remain in office for 60 days, or until the next meeting of the BoardNational Board, whichever comes first. Thereafter, the position can be filled only by action of the BoardNational Board.

Section 9.7 Responsibilities of Officers

9.7.1 *Chairperson of the ~~Board~~National Board*

The Chairperson shall preside at all meetings of the ~~Board~~National Board and exercise and perform such other powers and duties as may from time to time be assigned to him or her by the ~~Board~~National Board or prescribed by the Bylaws. The Chairperson shall serve a term of two years. If the Chairperson holds a Designated Director position, the Vice Chairperson should not be a person holding a Designated Director position, and vice-versa. The term of the Chair and Vice-Chair shall be ~~concurrent~~the same terms of office.

9.7.2 *Vice Chairperson*

The Vice Chairperson shall assume responsibilities in the absence of the Chairperson. The Vice Chairperson shall serve in the capacity of chairperson if the Chairperson is removed and/or no longer able to serve. The Vice Chairperson shall serve a term of two years. If the Vice Chairperson holds a Designated Director position, the Chairperson should not be a person holding a Designated Director position, and vice-versa.

9.7.3 *Secretary*

The term of office of the Secretary shall be two years but shall not be on the same term of office cycle as the Chairperson and Vice Chairperson. ~~Accordingly, the initial Secretary may have a term of office that is greater or less than two years~~. The Secretary shall attend to the following:

9.7.3.1 *Bylaws*

The Secretary shall certify and keep at the principal office of the Corporation the original, or a copy of these Bylaws as amended to date.

9.7.3.2 *Book of Minutes*

The Secretary shall keep or cause to be kept, at the principal executive office or such other place as the ~~Board~~National Board may direct, a book of minutes of all meetings, proceedings, and actions of Directors and ~~Board~~National Board committees, recording the time and place of holding such meeting, whether regular or special, and, if special, how authorized; the notice given; the names of those present at such meetings; the number of Directors present or represented at Directors' meetings; and the proceedings of such meetings. The book of minutes shall also contain any protests concerning lack of adequate notice or dissents from members of the ~~Board~~National Board, if the protesting or dissenting members request such protest in writing.

9.7.3.3 *Notices and Other Duties*

The Secretary shall give, or cause to be given, notice of all meetings of the ~~Board~~National Board in accordance with these Bylaws. He or she shall have such other powers and perform such other duties

incident to the office of Secretary as may be prescribed by the ~~Board~~National Board or these Bylaws.

9.7.3.4 *Corporate Records*

Upon request, the Secretary shall exhibit at all reasonable times to any Director of the Corporation, the Bylaws and book of minutes.

9.7.4 *Treasurer*

The term of office of the Treasurer shall be two years but shall not be on the same term of office cycle as the Chairperson and Vice Chairperson. ~~Accordingly, the initial Treasurer may have a term of office that is greater or less than two years.~~ The Treasurer oversees all financial matters of the organization, ensures that monies are collected and deposited promptly in the appropriate accounts, is involved in the preparation of the organizational budget, ensures financial reports are timely prepared and provided, and serves as chairperson of the ~~F~~finance ~~C~~ommittee. The Treasurer may not serve as the ~~C~~ehief ~~F~~inancial ~~O~~fficer of the Corporation which shall be designated as a staff position reporting to the Chief Executive Officer.

Section 9.8 **Chief Executive Officer**

The ~~Board~~National Board shall employ under contract a Chief Executive Officer (CEO). The CEO shall manage ~~the all~~ day-to-day affairs ~~and operations~~ of the Corporation. In his or her duties, the CEO shall report to the ~~Board~~National Board. The Chief Executive Officer shall attend ~~Board~~National Board meetings, unless excused or directed otherwise by the ~~Board~~National Board. In the absence of a Chief Executive Officer, the Chairperson of the ~~Board~~National Board will act as the Chief Executive Officer. The CEO shall have such duties and responsibilities that are, from time to time granted by the ~~Board~~National Board.

Article 10 **PROFESSIONAL AND STUDENT CHAPTERS AND OTHER AFFILIATIONS**

Section 10.1 **Chapters**

To maintain and grow relationships supporting the Corporation's mission and purposes, the Corporation shall ~~sanction~~ ~~establish~~, ~~assist~~ and support professional, student and junior chapters.

~~10.1.1~~ *Relationship of Chapters to SHPE*

~~The ~~Board~~National Board shall encourage chapters to participate in all the affairs of the Corporation. Chapters shall not act for the Corporation.~~

~~10.1.2~~10.1.1 *Professional Chapters*

A ~~P~~rofessional ~~e~~hapter may be established in any geographical locality without any restrictions and shall become operative as soon as the proposed ~~Constitution and professional chapter b~~Bylaws have been approved by the

~~Board~~National Board. Professional Chapter bylaws shall not conflict with these Bylaws. ~~Any chapter may be terminated by the Board~~National Board for reasons deemed sufficient for such action. ~~A terminated chapter shall no longer be entitled to use the SHPE name or logo.~~The function of the Professional Chapter shall be the encouragement of their members to –and advance in their career and support the advancement of Hispanics in STEM.

~~The function of chapters shall be to encourage members to confer and to make suggestions with respect to matters of policy, to study local problems affecting Hispanic STEM professionals and technical educators, to cooperate with other chapters or organizations in matters of common interest, to achieve closer personal acquaintance and a spirit of cooperation among Hispanics with technical careers, and to otherwise fulfill the charitable objectives of SHPE.~~

10.1.310.1.2 Student Chapters

Student Chapters, composed of students pursuing a ~~technical-STEM~~ career, may be established at universities or colleges providing a formal curriculum in ~~engineering, engineering technology, mathematics, physical science or any other STEM field~~ science, technology, engineering or math. ~~Applications for the e~~Establishment of a sStudent eChapters will be ~~reviewed and~~ approved by the BoardNational Board. The BoardNational Board for reasons deemed sufficient for such action may terminate any Sstudent Chapter. The functions of a Sstudent Chapters shall be the encouragement of their members to finish their studies and support the advancement of Hispanics in ~~technical careers~~ STEM. Student Chapter voting is controlled by the policies or practices of each Chapter.

10.1.410.1.3 Junior Chapters

Junior chapters, composed of pre-college students, may be established at 6-12th grade educational institutions. ~~Applications for the e~~Establishment of Jjunior Chapters will be ~~reviewed and~~ approved by the BoardNational Board. The BoardNational Board for reasons deemed sufficient for such action may terminate any Jjunior Chapter. The functions of Jjunior eChapters shall be the encouragement of their members to finish their studies and pursue college degrees, especially degrees in STEM fields.

10.1.510.1.4 Chapter Applications ~~and~~ Charter

A chapter application shall state the chapter's purpose and goals, list the officers and members and shall be signed by the president and the secretary or treasurer of the chapter. Upon approval, ~~–SHPE National Office shall provide support to the approved chapter. a charter spelling out the requirements and benefits of being a SHPE chapter shall be provided to the chapter by the~~BoardNational Board.

~~10.1.6~~10.1.5 *Chapter Finances*

~~A chapter may not raise, nor spend, money independently using the federal tax identification number tax-exempt status of of SHPE. When available, funds shall be provided to chapters by SHPE for charitable purposes consistent with SHPE's mission. Where necessary, Funds raised by a chapters on BoardNational Board approved activities and projects may be deposited with and held by SHPE, and subsequently distributed by SHPE to or on behalf of the respective chapter for chapter activities in alignment with SHPE's mission and purpose, as determined by the SHPE National CEO. and provided to the chapters for approved activities and programs. Funds provided to chapters shall remain with the chapters for future use on approved activities consistent with SHPE's mission.~~

10.1.6 *Termination of Chapters*

Any chapter (i.e., Professional, Student, or Junior) may be terminated by the National Board for reasons deemed sufficient for such action. A terminated chapter shall no longer be entitled to be associated with SHPE, nor receive benefits of association with SHPE, nor use the SHPE name, tagline, logo, etc.

10.1.7 *Industry Partnership Council and Other Affiliations*

~~The Corporation shall maintain an Industry Partnership Council (IPC) which will serve as an advisory group to the BoardNational Board. The BoardNational Board may establish other one or more affiliations with third parties to further SHPE's mission and purposes and/or strategies. and partnerships form time to time. No such affiliation shall be entered into unless it is consistent with Each such formal partnership will be supported and engaged in activities and efforts consistent with SHPE's charitable purposes and mission and purposes. Affiliates may use the SHPE logo and other images as part of their recognition of their partnership with the Corporation, subject to applicable BoardNational Board policies. The rights and conditions under which a membership into the IPC is granted and preserved, shall be set, from time to time, in a policy of the BoardNational Board.~~

Article 11 **REGIONAL GOVERNING STRUCTURE**

Section 11.1 **Regions**

The United States and its Territories will be divided into seven regions.

11.1.1 *States Covered by Each Region*

The regions will be as follows:

Region 1

1) Alaska 2) Northern Nevada 3) Central and Northern California 4) Oregon
5) Washington

Region 2

1) ~~4)~~ Arizona 2) Hawaii 3) Southern California 4) Southern Nevada

Region 3

1) ~~4)~~ Colorado 2) Idaho 3) Kansas 4) Nebraska 5) New Mexico 6) North
Dakota 7) Montana 8) South Dakota 9) Utah 10) Wyoming

Region 4

1) ~~4)~~ Connecticut -2) Delaware 3) Maine 4) Maryland 5) Massachusetts 6)
New Hampshire 7) New Jersey 8) New York 9) Pennsylvania 10) Rhode
Island 11) Vermont 12) Virginia 13) West Virginia 14) Puerto Rico 15)
District of Columbia

Region 5

1) Alabama 2) Arkansas 3) Louisiana 4) Mississippi 5) Oklahoma 6)
Tennessee 7) Texas

Region 6

1) ~~4)~~ Illinois 2) Indiana 3) Iowa 4) Kentucky 5) Michigan 6) Minnesota 7)
Missouri 8) Ohio 9) Wisconsin

Region 7

1) North Carolina 2) South Carolina 3) Georgia 4) Florida

Section 11.2 **Regional ~~Committee~~ Leadership**

~~Each region of SHPE will have a The Regional Committee whose sole purpose of the Regional Leadership is to support at the local level, the coordinate and execute operationalization of the mission of SHPE's mission and purpose. locally among chapters and community members. The National Board shall establish a charter describing the responsibilities and operations of the Regional Leadership. Each regional committee-Region's Leadership shall be made up of, at a minimum, the following positions:~~

11.2.1 *Regional Vice Presidents*

The Regional Vice President (RVP) will represent the professional membership and lead the ~~regional committee~~ Regional Leadership for their ~~perspective-respective~~ region. In addition to the scope of

responsibilities as described by the Regional Leadership Charter, the RVP ~~He/she shall timely communicate to the Region's Professional Chapters, SHPE business as presented by the National Board and/or the SHPE CEO to the region's professional chapters, and communicate business from them to the regional committee and the member representative on the Board National Board.~~ He/she shall meet with the local chapter leaders within the region at ~~least twice a year.~~ The RVP shall serve a term of two years. If the RVP is re-elected and serves three 3 consecutive terms, he or she cannot run or be elected to an additional term until after they have taken at least one term (i.e., two 1 years) off from serving in that role.

11.2.2 Regional Student Representative

The Regional Student Representative (RSR) will represent the undergraduate student membership within his/her respective a region. In addition to the scope of responsibilities as described by the Regional Leadership Charter, the RSR shall timely communicate to the Region's Student Chapters, SHPE business as presented by the RVP and/or the SHPE CEO. He/she shall communicate business to the Regional Student Chapters and communicate business from them to the student assembly, regional committee. He/she shall meet with the local student chapter leaders within the region at least twice a year. The RSR ~~term~~ shall serve a term last of one year. The RSRs are elected by the Student Chapters within that region.

11.2.3 Regional Graduate Representative

The Regional Graduate Representative (RGR) will represent the graduate student membership within his/her respective a region. In addition to the scope of responsibilities as described by the Regional Leadership Charter, the RGR shall timely communicate to the Region's graduate students, SHPE business as presented by the RVP and/or the SHPE CEO. He/she will communicate business to the student assembly (defined in Section 10.2.2). He/she shall meet with the local chapter leaders within the region at least twice a year. The RGR ~~term~~ shall serve a term last of one year. The RGRs are elected by the graduate student membership within that region.

11.2.4 Regional Junior Representative

The Regional Junior Representative (RJR) must be a STEM professional or educator and will represent the junior membership within a region. In addition to the scope of responsibilities as described by the Regional Leadership Charter, the RJR shall timely communicate to the Region's Junior Chapter Advisors, SHPE business as presented by the RVP and/or the SHPE CEO. He/she will communicate business to the Junior Chapter Advisors. He/she shall meet with the local Junior Chapter Advisors within the region at least twice a year. He/she shall work with the Regional Committee and communicate with the Regional Vice President. The term of the RJR shall be two years. If the RJR is re-appointed and serves 3 consecutive terms, he or she cannot run or be elected to an additional term until after they have taken at

~~least 1 year off from serving in that role. The RJR shall serve a term of two years. If the RJR is re-elected and serves three consecutive terms, he or she cannot run or be elected to an additional term until after they have taken at least one term (i.e., two years) off from serving in that role.~~

~~**Section 11.3 Student Assembly:**~~

~~The Student Assembly shall consist of the RSRs and RGRs and shall be headed by the two National Undergraduate Representatives, and the National Graduate Representative. The assembly shall meet at least twice a year. The assembly shall have the power to form student policy pending National Board approval.~~

Article 12 -ELECTION OF DESIGNATED DIRECTORS AND ELECTION OF REGIONAL COMMITTEE MEMBERS

Section 12.1 Elections

The Elections ~~Subc~~Committee shall conduct a process for the election of candidates to the Designated ~~Board~~National Board ~~Director~~ positions as well as election of Regional ~~Committee positions~~Leadership.

Section 12.2 Timing of Nominations, Elections & Assumption of Office

Election process shall commence in February and ballot counting shall conclude by May 31st of each year. A list of all candidates who qualified to be on a ballot for election to a Designated Director position and the election results for each of those candidates must be provided to the ~~Board~~National Board Secretary by June 1st of each year. Newly elected ~~R~~regional ~~committee members~~ Leadership will assume their official capacities on the first day of July in the year in which they were elected.

Section 12.3 Record Date for Voting Associate Members

Any professional, and graduate member whose dues are received by Feb 15th to the SHPE National Office, and any Student Chapter in good standing by Feb 15th as determined by the relevant policies and procedures, shall be eligible to vote in the election for candidates to regional offices and Designated Director positions on the ~~Board~~National Board.

Section 12.4 Election Results

Candidates receiving the highest number of votes for ~~regional committee members~~ Regional Leadership positions shall be declared the winners provided that the number of votes cast for the successful candidate ~~must~~ exceeds 5% of those eligible to participate in the election process. In the case no candidate receives the appropriate level of votes or in case of a tie, the ~~Board~~National Board shall determine the successful candidate ~~appoint the candidate to the regional committee positions~~. Regional ~~Committee~~ Leadership positions that ~~do not complete their term or~~ are left vacant shall be filled by appointment by the

~~Board~~National Board with recommendations from the existing ~~Regional Leadership~~members of the Regional Committee.

Section 12.5 Nomination and Election of STEM Professional Designated Directors

Each eligible ~~P~~professional Member, ~~G~~graduate Student Mmember, and ~~chartered s~~Student chapter shall have one vote for each nominee for a STEM Professional Designated Director position open and posted for the election process. A candidate may nominate him/herself with a petition and five signatures from eligible general members. An eligible ~~associate-voting m~~member may also nominate a candidate with a petition and five signatures from eligible ~~G~~General Mmembers. The name of the candidates and the five signatures must be submitted ~~before the deadline~~ to the Elections ~~Subc~~Committee ~~before the designated deadline~~.

Section 12.6 Nomination and Election of Regional Vice-President and Appointment of the Regional Junior Representative

The Regional Vice-President (RVP) shall be elected by a regional vote of eligible ~~P~~professional Members, ~~G~~graduate s~~Student M~~members, and ~~chartered S~~student Chapters within the relevant region. Each eligible ~~general member, and voting member and~~ each ~~chartered s~~Student eChapter shall have one vote. The ~~Regional Junior Representative (RJR)~~ shall be appointed by the ~~Regional Committee Leadership~~. RVP and RJR candidates must be a current resident of the relevant region, must have been a resident within the ~~r~~region for at least six months and must have been a ~~regular m~~Professional Member in good standing for at least six months. ~~The presidents of the professional chapters of each region shall form, two months before the elections, a nominating committee among themselves to nominate one or more candidates for RVP for their respective regions and submit, before the deadline, the name(s) to the Elections Committee.~~ Nominees for the positions of RVP ~~can also be~~will made with an petition application and the five signatures of eligible ~~voting associate~~ members within the relevant region, which must be submitted, before the designated deadline, to the Elections ~~Subc~~Committee. ~~The election for RVPs will be organized and directed by the Elections Committee. The Regional Committee will set the process for its appointment of RJRs.~~ Elected RVP positions that do not complete their term or are left vacant shall be filled by appointment by the ~~Board~~National Board with recommendations from the existing members of the ~~Regional Leadership~~Committee.

Section 12.6~~Section 12.7~~ Nomination and Election of STEM National Undergraduate Designated Director Representatives

Each eligible ~~S~~student Chapter~~s~~ shall ~~will~~ have the opportunity to cast votes for the election of ~~the two STEM National u~~Undergraduates ~~Representatives (NURs)~~ Designated Director positions. The elections shall be organized and directed by

the Elections ~~Sub~~Committee. A candidate may nominate him/herself with a ~~petition~~application and five undergraduate student member signatures or an undergraduate student member may nominate a candidate with an petition application and five signatures of undergraduate student members.

~~Section 12.7~~**Section 12.8** Nomination and Election of ~~National~~the STEM Graduate Designated Director ~~Representatives~~

Each Graduate Student Member ~~shall~~ will have the opportunity to cast a vote for the ~~National~~STEM Graduate ~~Representative~~(NGR) Designated Director position. The election shall be organized and directed by the Elections ~~Sub~~Committee. A candidate may nominate him/herself with an petition application and five graduate student member signatures or a graduate student member may nominate a candidate with an petition application and five signatures of graduate student members.

Article 13 TRANSACTIONS BETWEEN CORPORATION AND DIRECTORS OR OFFICERS

Section 13.1 Contracts with Directors and Officers

13.1.1 *Prohibited Transactions*

The Corporation shall not be a party to any contract or transaction:

- (a) In which one or more of its Directors or officers has a material financial interest, or;
- (b) With any corporation, firm, association, or other entity in which one or more Directors or officers has a material financial interest, or;
- (c) With any corporation, firm, association, or other entity (other than a California nonprofit public benefit corporation) in which one or more of its Directors is a member; unless:
 - (1) The material facts concerning the contract or transaction and such Director's or officer's financial interest or common Directorship are fully disclosed in good faith and are noted in the minutes;
 - (2) Prior to authorizing or approving the contract or transaction, the ~~board~~National Board considers and in good faith determines after reasonable investigation that the Corporation could not obtain a more advantages arrangement with reasonable investigation under the circumstances or that the contract or transaction implements a charitable program of the Corporation;

(3) The Corporation enters into the contract or transaction for its own benefit;

(4) The contract or transaction is fair and reasonable to this Corporation or implements a charitable program of the Corporation at the time the contract or transaction is entered into, and;

(5) Such contract or transaction is authorized or approved in good faith by a majority of disinterested Directors at the meeting with any interested Directors abstaining from voting, provided that majority has decision making authority under the quorum provisions of Section 7.9 of Article 7.

13.1.2 *Material Financial Interest*

A Director or officer of this Corporation shall not be deemed to have a “material financial interest” in a contract or transaction:

(a) that fixes the compensation of a Director as a Director or officer;

(b) that is authorized by the ~~Board~~National Board in good faith and results in a benefit to a Director or their families because they are in the class of persons intended to be benefited by the charitable program of this Corporation; or

(c) where the interested Director has no actual knowledge of the transaction and it does not exceed the lesser of one (1) percent of the gross receipts of the Corporation for the preceding year or \$100,000.

Section 13.2 Loans to Directors and Officers

The Corporation shall not make any loan of money or property to or guarantee the obligation of any Director or officer, unless approved by the Attorney General of the State of California; provided, however, the Corporation may advance money to a Director or officer of the Corporation for expenses reasonable anticipated to be incurred in the performance of duties of such Director or officer, provided that in the absence of such advance, such Director or officer would be entitled to be reimbursed for such expenses by the Corporation.

Section 13.3 Interlocking Directorates

No contract or other transaction between the Corporation and any California nonprofit public benefit corporation of which one or more Directors are Directors is either void or voidable because such Director(s) are present at a meeting of the ~~Board~~National Board that authorizes, approves, or ratifies the contract or transaction, if the material facts as to the transaction and as to such Director’s other Directorship are fully disclosed to the ~~Board~~National Board, and the ~~Board~~National Board authorizes, approves, or ratifies the contract or transaction in good faith by a vote of disinterested Directors at the meeting (subject to the

quorum provisions of Article 7), or if the contract or transaction is just and reasonable as to the Corporation at the time it is authorized, approved, or ratified.

Section 13.4 Duty of Loyalty; Construction with Article 14

Nothing in this Article shall be construed to derogate in any way from the absolute duty of loyalty that every Director and officer owes to the Corporation. Furthermore, nothing in this Article shall be construed to override or amend the provisions of Article 14. All conflicts between the two articles shall be resolved in favor of Article 14.

Article 14 INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

Section 14.1 Definitions

For purpose of this Article,

14.1.1 “Agent”

means any person who is or was a Director, officer, employee, or other agent of this Corporation, or is or was serving at the request of this Corporation as a Director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a Director, officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of this Corporation or of another enterprise at the request of the predecessor corporation;

14.1.2 “Proceeding”

means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and

14.1.3 “Expenses”

includes, without limitation, all attorneys’ fees, costs, and any other expenses reasonably incurred in the defense of any claims or proceedings against an Agent by reason of his position or relationship as Agent and all attorneys’ fees, costs, and other expenses reasonably incurred in establishing a right to indemnification under this Article 14.

Section 14.2 Successful Defense by Agent

To the extent that an Agent of this Corporation has been successful on the merits in the defense of any proceeding referred to in this Article 14, or in the defense of any claim, issue, or matter therein, the Agent shall be indemnified against expenses actually and reasonably incurred by the Agent in connection with the claim. If an Agent either settles any such claim or sustains a judgment rendered against him, then the provisions of Sections 14.3 through Section 14.5 shall determine whether the Agent is entitled to indemnification.

Section 14.3 Actions Brought by Persons Other than the Corporation

Subject to the required findings to be made pursuant to Section 14.5, below, this Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding by reason of the fact that such person is or was an Agent of this Corporation, for all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding. Notwithstanding the foregoing, no indemnification shall be permitted under this Section 14.3 for any action brought by, or on behalf of this Corporation, or by an officer, Director or person granted relator status by the Attorney General of the State of California, or by the Attorney General of the State of California on the ground that the defendant Director was or is engaging in self-dealing within the meaning of Section 5233 of the California ~~Nonprofit~~ Corporations ~~Code Law~~, or by the Attorney General of the State of California or person granted relator status by the Attorney General of the State of California for any breach of duty relating to assets held in charitable trust.

Section 14.4 Action Brought by or on Behalf of the Corporation

14.4.1 Claims Settled Out of Court

If any Agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of this Corporation, with or without court approval, the Agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses reasonably incurred in defending against the proceeding, unless it is settled with the approval of the Attorney General.

14.4.2 Claims and Suits Awarded Against Agent

This Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action brought by or on behalf of this Corporation by reason of the fact that the person is or was an Agent of this Corporation, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following are met:

(a) The determination of good faith conduct required by Section 14.5 of this Article 14, must be made in the manner provided for in that Section; and

(b) Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the Agent should be entitled to indemnity for the expenses incurred. If the Agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

Section 14.5 Determination of Agent's Good Faith Conduct

The indemnification granted to an Agent in Section 14.3 and Section 14.4 above is conditioned on the following:

14.5.1 Required Standard of Conduct

The Agent seeking reimbursement must be found, in the manner provided below, to have acted in good faith, in a manner he or she believed to be in the best interest of this Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner he or she reasonably believed to be in the best interest of this Corporation or that he or she had reasonable cause to believe that his conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that his conduct was unlawful.

14.5.2 Manner of Determination of Good Faith Conduct

The determination that the Agent did act in a manner complying with Section 14.5.1 above shall be made by:

- (a) The ~~Board~~National Board by a majority vote of a quorum consisting of Directors who are not parties to the proceeding; or
- (b) The court in which the proceeding is or was pending. Such determination may be made on application brought by this Corporation or the Agent or the attorney or other person rendering a defense to the Agent, whether or not the application by the Agent, attorney, or other person is opposed by this Corporation.

Section 14.6 Limitations

No indemnification or advance shall be made under this Article 14, except as provided in Sections 14.2 or 14.4.2, in any circumstances when it appears:

- (a) That the indemnification or advance would be inconsistent with a provision of the Articles of Incorporation, as amended, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
- (b) That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 14.7 Advance of Expenses

Expenses incurred in defending any proceeding may be advanced by this Corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the Agent to repay the amount of the advance unless it is determined ultimately that the Agent is entitled to be indemnified as authorized in this Article 14.

Section 14.8 Contractual Rights of Non-Directors and Non-officers

Nothing contained in this Article 14 shall affect any right to indemnification to which persons other than Directors and officers of this Corporation, or any subsidiary hereof, may be entitled by contract or otherwise.

Section 14.9 Insurance

The ~~Board~~National Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any Agent of the Corporation, as defined in this Article 14, against any liability asserted against or incurred by any Agent in such capacity or arising out of the Agent's status as such, whether or not this Corporation would have the power to indemnify the Agent against the liability under the provisions of this Article 14.

Article 15 CORPORATE RECORDS AND REPORTS

Section 15.1 Minutes Book – Maintenance and Inspection

The Corporation shall keep a ~~M~~minutes ~~B~~book in written form at its principal office which shall contain a record of all actions by the ~~Board~~National Board ~~or~~ and any committee thereof, including the time, date and place of each meeting; whether a meeting is regular or special and, if special, how called; the manner of giving notice of each meeting and a copy thereof; the names of those present at each meeting of the ~~Board~~National Board or ~~the Executive Committee~~ thereof; the minutes of all meetings; any written waivers of notice, consents to the holding of a meeting or approvals of the minutes thereof; all written consents for action without a meeting; all protests concerning lack of notice; and formal dissents from ~~Board~~National Board actions.

Section 15.2 Books and Records of Account – Maintenance and Inspection

The Corporation shall keep adequate and correct books and records of account to be kept at its principal office. "Correct books and records" includes, but is not necessarily limited to: accounts of properties and transactions, its assets, liabilities, receipts, disbursements, gains, and losses.

Section 15.3 Articles of Incorporation and Bylaws – Maintenance and Inspection

The Corporation shall keep at its principal office, the original or a copy of its Articles of Incorporation and Bylaws as amended to date.

Section 15.4 Annual Report; Statement of Certain Transactions

The ~~Board~~National Board shall cause an annual report to be sent to each Director within one hundred and twenty (120) days after the close of the Corporation's fiscal year containing the following information:

- (a) The assets and liabilities of the Corporation as of the end of the fiscal year;

(b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;

(c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for this fiscal year;

(d) The expenses or disbursements of the Corporation for both general and restricted purposes during the fiscal year;

(e) A statement of any transaction (1) to which the Corporation, its parent, or its subsidiary was a party, (2) which involved more than \$50,000 or which was one of a number of such transactions with the same person involving, in the aggregate, more than \$50,000, and (3) in which either of the following interested persons had a direct or indirect material financial interest (a mere common Directorship is not a financial interest):

(1) Any Directors or officer of the Corporation, its parent, or its subsidiary;

(2) Any holder of more than 10 percent of the voting power of the Corporation, its parent, or its subsidiary.

(f) The statement shall include: (i) a brief description of the transaction; (ii) the names of interested persons involved; (iii) their relationship to the Corporation; (iv) the nature of their interest in the transaction, and; (v) 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.

(g) 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 Corporation under Article 10 of these Bylaws.

Section 15.5 Directors' Rights of Inspection

Every Director shall have the absolute right at any reasonable time to inspect the Corporation'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.

Article 16 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 16.1 Execution of Instruments

The ~~Board~~National Board, except as otherwise provided in these Bylaws, may -by resolution authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the

Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no Director, ~~associate or other designated member~~, officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 16.2 Checks and Notes

Except as otherwise ~~specifically~~ determined by ~~resolution of the~~ BoardNational Board, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed consistent adopted policies and procedures of the Corporation. by the Chief Financial Officer and countersigned by the Chief Executive Officer of the Corporation.

Section 16.3 Deposits

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the BoardNational Board may select.

Section 16.4 Gifts

The BoardNational Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this Corporation.

Article 17 MISCELLANEOUS

Section 17.1 Fiscal Year.

The fiscal year of the Corporation shall commence on July 1 and end on June 30 of each year.

Article 18 AMENDMENTS

Section 18.1 Amendment by Directors:

The BoardNational Board may propose to the membership an adoption, amendment or repeal of these Bylaws by a 2/3 vote of those Directors present and voting at a meeting at which a quorum is present. Such power is subject to the following limitations:

(a) (a)—The BoardNational Board may not propose amendments to Bylaw provisions fixing the authorized number of Directors or establishing procedures for the nomination or appointment of Directors other than by a 4/5 super-majority vote of all Directors.

(b) (b)—This Section 18.1 may be proposed for amendment only by the unanimous-a 4/5 super majority vote of all Directors.

Section 18.2 Amendment Voting Process

The following procedure shall be followed for amending any portion of these Bylaws.

- (a) The proposed amendment shall be submitted in writing to the ~~Board~~National Board of Directors for approval. ~~at a Board~~National Board of Director's meeting.
- (b) Subsequent to the ~~Board~~National Board's of Directors' approval, a ~~chairperson appointee shall distribute~~ ballots shall be distributed to each eligible voting member within sixty (60) days ~~of from~~ the amendment's approval by the ~~Board~~National Board of Directors. Ballots received, by eligible voting member~~the appointee~~; within three (3) weeks from the date of distribution shall constitute valid votes.
- (c) A favorable vote of two-thirds of the responding voting membership shall be required to ratify the proposed amendment.
- (d) The ~~general~~General mMembership shall be notified of the results within two (2) weeks of the voting deadline.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of **Society of Hispanic Professional Engineers**, a California nonprofit public benefit corporation; that these Bylaws, consisting of ~~28~~ pages, are the Bylaws of this Corporation as adopted by the ~~Board~~National Board, of ~~Directors and approved by the Secretary of State on March 13, 2015~~, and amended on _____ . ~~Executed on _____ at Los Angeles, California.~~

~~Board~~National Board Secretary