

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 National Board of Directors (National Board).

Section 2.2 Other Offices

The 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 Director or to the benefit of any private person; provided, however, that this provision shall not prevent payment to a 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 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 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 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 National Board and nomination or election of the Regional Leadership as described in these Bylaws and pursuant to policies and procedures adopted by the National Board, and may be considered for appointment to the National Board. General Members must approve any and all changes to these Bylaws in accordance with the provisions of Section 18.2., subject to limitations in voting as set forth below.

6.2.1 *Professional Member*

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 National Board as set forth in these Bylaws and in elections of all Regional Leadership for their respective region, and shall otherwise have the right to vote.

6.2.2 *Associate Member*

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 National Board nor vote in elections of Regional Leadership and shall not otherwise have the right to vote. . 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 Member shall be student 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 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 candidates to the National Board as set forth in these Bylaws and in elections of all the Regional Leadership positions for their respective region, and shall otherwise have the right to vote.

6.2.5 ***Lifetime Members***

Lifetime Members are General Members, from any class of general or other designated membership, who have met the requirements that are established from time to time by the National Board for recognition as a Lifetime Member. Once individuals have met the qualifications for Lifetime Membership and are recognized by the National Board as a Lifetime Member, they shall retain the designation of Lifetime Member even if the conditions for membership change or are modified by the 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 National Board or vote for Regional Leadership 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 National Board shall consist of 15 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 National Board of Directors (“National Board”). The Directors shall act only as a National Board, and an individual Director shall not have the power to act or speak for the National Board without prior authorization from the National Board. The 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, and all corporate powers shall be exercised under the ultimate direction of the National Board.

Section 7.3 Terms; Qualifications; Election of Successors

7.3.1 *Terms*

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 terms. After serving three consecutive terms, 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 National Board until they have been off the 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 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 National Board.

7.3.3 *Election of Successors.*

Nine positions on the National Board shall be appointed by vote of the National Board from a list of nominations sent by the National Board's Nominations Subcommittee, which must make a good faith effort to ensure that candidates presented to the 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 graduate and/or undergraduate academia and at least one Director representing government. There will be six Designated Director positions on the 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 National Board (unless the National Board is making an appointment to fill a vacancy).

7.3.4 *Six Designated Director Positions*

Six positions on the 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 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 on the National Board.*

7.3.4.2 *One STEM graduate student..*

7.3.4.3 *Two STEM undergraduate students.*

Section 7.4 Vacancies

7.4.1 *Events Causing Vacancy*

A vacancy or vacancies on the 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 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 National Board Directors, the 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 Director may resign at any time by sending notice to the Secretary 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 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 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 Director then in attendance.

Section 7.6 **Regular Meetings**

Regular meetings of the National Board shall be held at such dates, times and locations as shall from time to time be fixed by the National Board, provided, however, that the 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 National Board, for any purpose, may be called at any time by the Chairperson of the National Board or any two Directors. Special meetings shall be held upon five-days' notice by first-class mail or 48-hours 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 National Board shall be held at the hour and place designated by the National Board. Unless otherwise indicated, the annual

meeting shall be held at the National Convention, 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 National Board for transaction of business will consist of a majority of all 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 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 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 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 National Board shall be presided over by the Chairperson of the National Board, or, in his or her absence, by a Vice Chairperson of the 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 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 National Board may be taken without a meeting, if all 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 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 National Board. Such written consent or consents may be delivered to the National Board in any manner permitted by law and shall be filed with the minutes of the proceedings of the 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 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 National Board other than reimbursement of expenses directly associated with their role on the National Board, as may be determined by the 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 National Board

The National 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 National Board. A committee exercising the authority of the National Board shall not include as members persons who are not a National Board Director. Any committee, to the extent provided in the resolution of the National Board, may have all the authority of the National Board, except that no committee, regardless of National Board resolution, may:

- (a) Fill vacancies on the National Board or in any committee which has the authority of the National Board;
- (b) Fix compensation of the Directors for serving on the National Board or on any committee;
- (c) Amend or repeal Bylaws or adopt new Bylaws;
- (d) Amend or repeal any resolution of the National Board which by its express terms is not so amendable or repealable;
- (e) Appoint any other committees of the National 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 National Board Committees

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

8.2.1 Finance Committee

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

8.2.2 *Audit Committee*

Pursuant to the the California Nonprofit Integrity Act of 2004, the Audit Committee shall be comprised of not less than three Directors and 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. 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, the Audit Committee shall oversee the integrity and adequacy of financial reports, controls and procedures, recommend to the 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.

8.2.3 *Governance Committee*

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

8.2.4 *Executive Committee*

The Executive Committee shall be comprised of the Chairperson, Vice Chairperson, Secretary and Treasurer.. In addition to the scope of responsibilities described in the Executive Committee Charter, the duties of this committee are to make recommendations to the National Board regarding the compensation and benefits for the CEO, within guidelines set by the National 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 Committee shall report to the National Board annually, in closed session, the terms, condition, salary and benefits contained in the CEO's contract.

Section 8.3 Other Committees

The National Board may establish other committees as deemed necessary. Committee members need not be Directors. 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 National Board or it shall be deemed to be defunct. Other 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.

8.3.2 *Nominations Subcommittee*

The Nominations Subcommittee shall be a subcommittee of the Governance Committee. The chair of this subcommittee shall be appointed by the National Board Chairperson in collaboration with the chair of the Governance Committee each year and shall consist of not less than three members. In addition to the scope of responsibilities described in the Nominations Subcommittee Charter, this subcommittee shall identify potential members to the National Board to fill vacancies and/or open positions. The Nominations Subcommittee shall also identify candidates for a slate of officers and Directors (other than Designated Directors) to be elected by the full National Board no later than two months before any such election is to be held.

8.3.3 *Elections Subcommittee*

Election of candidates for Designated Directors (i.e., two STEM undergraduate students, one STEM graduate, and three STEM professionals) positions on the National Board and election of the members of the Regional Leadership (Regional Vice-Presidents, Regional Student Representatives, and the Regional Graduate Representatives) shall be organized and managed by the Elections Subcommittee at the direction of the Governance Committee. The Elections Subcommittee shall implement election policies and procedures adopted by the National Board. Such election policies/procedures shall strive to be impartial and fair to all the candidates. In addition to the scope of

responsibilities described in the Elections Subcommittee Charter, the Elections Subcommittee shall prepare the ballots to be distributed to all eligible General Members, including eligible professionals, undergraduates and graduates, and eligible Student Chapters to vote for candidates to be nominated for appointment to the Designated Director positions on the National Board and for the above mentioned positions of the Regional Leadership. It shall prepare and distribute ballots to the eligible Student Chapters for election of the two STEM undergraduates Designated Director positions on the National Board. It shall prepare and distribute ballots to the eligible Graduate Student members for election of the STEM graduate student on the National Board. It shall prepare the ballots for the Regional Leadership elections and shall distribute them to the eligible professional and graduate student members, and eligible Student Chapters within each region respectively. The Elections Subcommittee shall notify all SHPE members and chapters in a timely manner of the open offices for elections and solicit nominations for candidates as prescribed below.

Section 8.4 Rules for Committees (and Subcommittees)

The National Board shall approve all Committee and Subcommittee charters. At no time, shall a Committee or Subcommittee act inconsistent with the provisions by these Bylaws. A majority of the authorized Committee/Subcommittee members shall constitute a quorum for the transaction of Committee/Subcommittee business, except to adjourn. A majority of the Committee/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 Committee/Subcommittee members present at a meeting duly held at which a quorum is present shall be regarded as an act of the Committee/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 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 National Board, a Chairperson, a Vice-Chairperson, a Secretary, and a Treasurer who form the Executive Committee of the National Board. The Corporation may also have, at the discretion of the National 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 National Board, and each shall serve at the discretion of the National Board, subject to the rights, if any, of any officer who is not a National Board member but serves under a contract with the Corporation.

Section 9.3 Subordinate Officers

The National Board may appoint, and may authorize the Chairperson of the National 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 National Board.

Section 9.4 Removal of Officers

Any officer may be removed, with or without cause, by the National Board, at any regular or special meeting of the National Board, or at the Annual Meeting of the Corporation, or, except in the case of any officer chosen by the National Board, by an officer on whom such power of removal may be conferred by the National 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 National Board, whichever comes first. Thereafter, the position can be filled only by action of the National Board.

Section 9.7 Responsibilities of Officers

9.7.1 *Chairperson of the National Board*

The Chairperson shall preside at all meetings of the 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 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.

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. 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 National Board may direct, a book of minutes of all meetings, proceedings, and actions of Directors and 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 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 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 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. 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 Finance Committee. The Treasurer may not serve as the Chief Financial Officer of the Corporation which shall be designated as a staff position reporting to the Chief Executive Officer.

Section 9.8 Chief Executive Officer

The National Board shall employ under contract a Chief Executive Officer (CEO). The CEO shall manage all day-to-day affairs and operations of the Corporation. In his or her duties, the CEO shall report to the National Board. The Chief Executive Officer shall attend National Board meetings, unless excused or directed otherwise by the National Board. In the absence of a Chief Executive Officer, the Chairperson of the 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 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 establish and support professional, student and junior chapters.

10.1.1 Professional Chapters

A Professional Chapter may be established in any geographical locality without any restrictions and shall become operative as soon as the proposed professional chapter bylaws have been approved by the National Board. Professional Chapter bylaws shall not conflict with these Bylaws. The function of the Professional Chapter shall be the encouragement of their members to advance in their career and support the advancement of Hispanics in STEM.

10.1.2 Student Chapters

Student Chapters, composed of students pursuing a STEM career, may be established at universities or colleges providing a formal curriculum in science, technology, engineering or math. Establishment of a Student Chapter

will be approved by the National Board. The National Board for reasons deemed sufficient for such action may terminate any Student Chapter. The functions of a Student Chapters shall be the encouragement of their members to finish their studies and support the advancement of Hispanics in STEM. Student Chapter voting is controlled by the policies or practices of each Chapter.

10.1.3 Junior Chapters

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

10.1.4 Chapter Applications

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. .

10.1.5 Chapter Finances

A chapter may not raise, nor spend, money independently using the federal tax identification number of SHPE. Where necessary, funds raised by a chapter 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. .

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 Other Affiliations

The Corporation may establish one or more affiliations with third parties to further SHPE's mission and purposes and/or strategies. No such affiliation shall be entered into unless it is consistent with SHPE's mission and purposes.

Article 11 REGIONAL 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) Arizona 2) Hawaii 3) Southern California 4) Southern Nevada

Region 3

1) 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) 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) 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 Leadership

The sole purpose of the Regional Leadership is to support at the local level, the operationalization of SHPE's mission and purpose. . The National Board shall establish a charter describing the responsibilities and operations of the Regional Leadership. Each 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 Leadership for their

respective region. In addition to the scope of responsibilities as described by the Regional Leadership Charter, the RVP shall timely communicate to the Region's Professional Chapters, SHPE business as presented by the National Board and/or the SHPE CEO. The RVP shall serve a term of two years. If the RVP 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.

11.2.2 *Regional Student Representative*

The Regional Student Representative (RSR) will represent the undergraduate student membership within his/her respective 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. The RSR shall serve a term 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 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. . The RGR shall serve a term 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. 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.

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

Section 12.1 Elections

The Elections Subcommittee shall conduct a process for the election of candidates to the Designated Director positions as well as election of Regional 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 National Board Secretary by June 1st of each year. Newly elected Regional 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 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 National Board.

Section 12.4 Election Results

Candidates receiving the highest number of votes for Regional Leadership positions shall be declared the winners provided that the number of votes cast for the successful candidate 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 National Board shall determine the successful candidate . Regional Leadership positions that are left vacant shall be filled by appointment by the National Board with recommendations from the existing Regional Leadership.

Section 12.5 Nomination and Election of STEM Professional Designated Directors

Each eligible Professional Member, Graduate Student Member, and 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 voting member may also nominate a candidate with a petition and five signatures from eligible General Members. The name of the candidates and the five signatures must be submitted to the Elections Subcommittee 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 Professional Members, Graduate Student Members, and Student Chapters within the relevant region. Each eligible voting member and each Student Chapter shall have one vote. The RVP shall be appointed by the Regional Leadership. RVP and RJR candidates must be a current resident of the relevant region, must have been a resident within the region for at least six months and must have been a Professional Member in good standing for at least six months. Nominees for the positions of RVP will made with an application and the five signatures of eligible voting members within the relevant region, which must be submitted, before the designated deadline, to the Elections Subcommittee. Elected RVP positions that do not complete their term or are left vacant shall be filled by appointment by the National Board with recommendations from the existing members of the Regional

Leadership.

Section 12.7 Nomination and Election of STEM Undergraduate Designated Director

Each eligible Student Chapter shall have the opportunity to cast votes for the election of two STEM undergraduates Designated Director positions. The elections shall be organized and directed by the Elections Subcommittee. A candidate may nominate him/herself with a application and five undergraduate student member signatures or an undergraduate student member may nominate a candidate with an application and five signatures of undergraduate student members.

Section 12.8 Nomination and Election of the STEM Graduate Designated Director

Each Graduate Student Member shall have the opportunity to cast a vote for the STEM Graduate Designated Director position. The election shall be organized and directed by the Elections Subcommittee. A candidate may nominate him/herself with an application and five graduate student member signatures or a graduate student member may nominate a candidate with an 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 National Board considers and in good faith determines after reasonable investigation that the Corporation could not obtain a more advantageous 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 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 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 National Board, and the 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 Corporations Code, 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 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 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 Minutes Book in written form at its principal office which shall contain a record of all actions by the National Board 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 National Board or 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 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 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 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, , 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 determined by the National 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.

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 National Board may select.

Section 16.4 Gifts

The National 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 National 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) The National 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) This Section 18.1 may be proposed for amendment only by 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 National Board for approval.

(b) Subsequent to the National Board's approval, ballots shall be distributed to each eligible voting member within sixty (60) days of the amendment's approval by the National Board. Ballots received by eligible voting members 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 Membership 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 29 pages, are the Bylaws of this Corporation as adopted by the National Board,, and amended on June 1, 2019.

National Board Secretary