Bylaws of
Society of Hispanic Professional Engineers
A California Nonprofit Public Benefit Corporation

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Defined Terms Used in This Document

"Annual meeting" – Section 7.5

"Articles of Incorporation" – Section 7.2

"Attorney General" – Section 7.4.4

"National Board" – Section 7.2

"California Nonprofit Corporation Law" – Section 3.1

"Chairperson" – Section 9.6.1

"Code" –Section 4.2

"Committees" – Section 8.1

"Corporation" – Article 1

"Directors" – Section 7.1.1

"e-mail" – Section 7.7.1

"Officers" – Section 9.1

"Vice Chairperson" – Section 9.6.2

"Secretary" – Section 9.6.4

"Treasurer" – Section 9.6.5

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ARTICLE 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 office for the transaction of the business of the Corporation may be established at any place or places within or without the State of California 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 PURPOSES

Section 3.1 General Purpose

The Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Corporation Law of California ("California Nonprofit Corporation Law") for public and charitable purposes.

Section 3.2 Specific Purpose

The specific purpose of the 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.

Section 3.3 Commitment to Values

The Corporation and its National Board of Directors are committed to incorporating the values of SHPE in the governance and operations of the Corporation.

ARTICLE 4 LIMITATIONS

Section 4.1 Political Activities

The Corporation has been formed under California Nonprofit Corporation Law for the public and charitable purposes described in Article 3, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

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 in Article 3. The Corporation may not carry on any activity for the profit of its Officers, Directors or other private persons or distribute any gains, profits or dividends to its Officers, Directors or other persons

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as such. Furthermore, nothing in Article 3 shall be construed as allowing the Corporation to engage in any activity not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

ARTICLE 5 DEDICATION OF ASSETS

Section 5.1 Property Dedicated to Nonprofit Purposes

The property of the Corporation is irrevocably dedicated to charitable or educational purposes, or any other purposes permitted under Section 501c3 of the Internal Revenue Code. No part of the net income or assets of the Corporation shall ever inure to the benefit of any of its Directors or Officers, or to the benefit of any private person, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3 hereof.

Section 5.2 Distribution of Assets upon Dissolution

Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the 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 Code.

ARTICLE 6 MEMBERSHIPS

General members shall have opportunity and voice in the Corporation through nomination of candidates to the National Board and other leadership positions as described in these Bylaws and pursuant to policies and procedures adopted by the National Board. General members may also be considered for appointment to the National Board. The Corporation shall have no statutory members within the meaning of section 5056 of the California Nonprofit Corporation Law. The National Board will create policies for non-statutory members and rights as appropriate. The National Board shall adopt policies and procedures for the admission, suspension, and termination of general and other designated non-statutory members, who shall have no voting rights in the Corporation, including policies and procedures for the payment of dues.

ARTICLE 7 DIRECTORS

Section 7.1 Number and Qualifications

7.1.1 Number

The authorized number of directors of the Corporation ("Directors") shall be not less than 12 or more than 20; the exact authorized number to be fixed, within these limits, by resolution of the National Board. Of these directors, at least 6 shall be general members of whom 1 is a graduate member, 2 are undergraduate members, and 3 are professional members.

Qualifications

All directors must be at least 18 years of age and demonstrate commitment to SHPE's mission and values.

Section 7.2 Corporate Powers Exercised by National Board

Subject to the provisions of the Articles of Incorporation of the Corporation (the "Articles of

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Incorporation"), California Nonprofit Corporation Law and any other applicable laws, 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 (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 shall be managed, and all corporate powers shall be exercised under the ultimate direction of the National Board.

Section 7.3 Terms; Appointment of Successors

Directors shall be appointed to the National Board for 2-year terms and may be extended to serve an additional two terms after which they need to exit the National Board for two years. No Director shall serve more than 3 consecutive terms or 6 total years (72 months). A director completing three terms must be off the National Board for at least two years before being nominated for a position on the National Board. Each Director, including a Director elected to fill a vacancy, shall hold office until the expiration of the term for which they were appointed and until the appointment and qualification of a successor, or until that Director's earlier resignation or removal in accordance with these Bylaws and California Nonprofit Corporation Law. By resolution, the National Board may arrange for terms to be staggered.

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) whenever the number of authorized Directors is increased; or (iii) the failure of the National Board, at any meeting at which any Director or Directors are to be elected, to elect the full authorized number of Directors.

7.4.2 Removal

Directors may be removed without cause by a majority of Directors then in office.

7.4.3 No Removal 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 unless the reduction also provides for the removal of that specified Director in accordance with these Bylaws and California Nonprofit Corporation Law.

7.4.4 Resignations

Except as provided in this Section 7.4.4, any Director may resign by giving written notice to the Chairperson, the Vice Chairperson, the Secretary, or the National Board. Such a written resignation will be effective on the later of (i) the date it is delivered or (ii) the time specified in the written notice that the resignation is to become effective. No Director may resign if the Corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the California Attorney General (the "Attorney General").

7.4.5 Appointment to Fill Vacancies

If there is a vacancy on the National Board, including a vacancy created by the removal of a Director, the National Board may fill such vacancy by appointing an additional director as soon as practicable after the vacancy occurs. If the number of Directors then in office is less than a quorum, additional directors may be appointed to fill such vacancies by (i) the unanimous written consent of the Directors then in office, (ii) the affirmative vote of a majority of the Directors in office at a meeting held according to notice or waivers complying with section

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5211 of the California Nonprofit Corporation Law, or (iii) a sole remaining Director.

Section 7.5 Regular Meetings

Each year, the National Board shall hold at least one meeting, at a time and place fixed by the National Board, for the purposes of appointment of Directors, appointment of Officers, review and approval of the corporate budget and transaction of other business. This meeting is sometimes referred to in these Bylaws as the "annual meeting." Other regular meetings of the National Board may be held at such time and place as the National Board may fix from time to time by resolution.

Section 7.6 Special Meetings

Special meetings of the National Board for any purpose may be called at any time by the Chairperson, or the Vice Chairperson, or the Secretary, or any two Directors.

Section 7.7 Notice of Meetings

7.7.1 Manner of Giving

Except when the time and place of a regular meeting is set by the National Board by resolution in advance (as permitted by Section 7.5), notice of the time and place of all regular and special meetings shall be given to each Director by one of the following methods:

a) Personal delivery of oral or written notice;

b) First-class mail, postage paid;

c) Telephone, including a voice messaging system or other system or technology designed to record and communicate messages; or

d) Facsimile, electronic mail ("e-mail") or other means of electronic transmission if the recipient has consented to accept notices in this manner.

All such notices shall be given or sent to the Director's address, phone number, facsimile number or e-mail address as shown on the records of the Corporation. Any oral notice given personally or by telephone may be communicated directly to the Director or to a person who would reasonably be expected to promptly communicate such notice to the Director. Notice of regular meetings may be given in the form of a calendar or schedule that sets forth the date, time and place of more than one regular meeting.

7.7.2 Time Requirements

Notices sent by first-class mail shall be deposited into a United States mailbox at least four days before the time set for the meeting. Notices given by personal delivery, telephone, voice messaging system or other system or technology designed to record and communicate messages, facsimile, e- mail or other electronic transmission shall be delivered at least 48 hours before the time set for the meeting.

7.7.3 Notice Contents

The notice shall state the time and place for the meeting, except that if the meeting is scheduled to be held at the principal office of the Corporation, the notice shall be valid even if no place is specified. The notice need not specify the purpose of the meeting unless required to elsewhere in these Bylaws.

Section 7.8 Place of National Board Meetings

Regular and special meetings of the National Board may be held at any place within or outside the state that has been designated in the notice of the meeting, or, if not stated in the notice or,

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if there is no notice, designated by resolution of the National Board. If the place of a regular or special meeting is not designated in the notice or fixed by a resolution of the National Board, it shall be held at the principal office of the Corporation.

7.8.1 Meetings by Telephone or Similar Communication Equipment

Any meeting may be held by conference telephone or other communications equipment permitted by California Nonprofit Corporation Law, as long as all Directors participating in the meeting can communicate with one another concurrently and all other requirements of California Nonprofit Corporation Law are satisfied. All such Directors shall be deemed to be present in person at such meeting.

Section 7.9 Quorum and Action of the National Board

7.9.1 Quorum

A majority of Directors then in office (but no fewer than two Directors or one-fifth of the authorized number in Section 7.1.1, whichever is greater) shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 7.11.

7.9.2 Minimum Vote Requirements for Valid National Board Action

Every act taken or decision made by a vote of the majority of the Directors present at a meeting duly held at which a quorum is present is the act of the National Board, unless a greater number is expressly required by California Nonprofit Corporation Law, the Articles of Incorporation, or these Bylaws. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors from the meeting, if any action taken is approved by at least a majority of the required quorum for that meeting.

7.9.3 When a Greater Vote Is Required for Valid National Board Action

The following actions shall require a vote by a majority of all Directors then in office in order to be effective:

Approval of contracts or transactions in which a Director has a direct or indirect material financial interest as described in Section 12.1 (provided that the vote of any interested Director(s) is not counted);

a) Creation of, and appointment to, Committees (but not advisory committees) as described in Section 8.1; and

b) Removal of a Director without cause as described in Section 7.4.2

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 (i) a quorum is present, and (ii) either before or after the meeting, each of the Directors who is not present at the meeting signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent does not need to 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. Also, notice of a meeting is not required to be 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 either in person, by first-class mail addressed to the Secretary at the principal office of the Corporation as contained on the records of the Corporation as of the date of the protest, or by facsimile addressed to the facsimile number of the Corporation as contained on the records of the Corporation as of the date of the protest.

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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, or, if there is no Chairperson or the Chairperson is absent, the Vice Chairperson or, if the Vice Chairperson and Chairperson are both absent, by a chairperson of the meeting, chosen by a majority of the Directors present at the meeting. The Secretary shall act as secretary of all meetings of the National Board, provided that, if the Secretary is absent, the presiding officer shall appoint another person to act as secretary of the meeting. Meetings shall be governed by rules of procedure as may be determined by the National Board from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles, or with any provisions of law applicable to the Corporation.

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 members of the National Board, individually or collectively, consent in writing to the action and the number of Directors then in office constitutes a quorum. For the purposes of this Section 7.14 only, "all members of the National Board" shall not include any "interested Director" as defined in section 5233 of the California Nonprofit Corporation Law or any "common director" as described in section 5234 of the California Nonprofit Corporation Law if such director abstains in writing from providing consent and the further requirements of section 5211(b) of the California Nonprofit Corporation Law are satisfied. Such written consent shall have the same force and effect as a unanimous vote of the National Board taken at a meeting. Such written consent or consents shall be filed with the minutes of the proceedings of the National Board. Written consent may be transmitted by first-class mail, messenger, courier, facsimile, e-mail, or any other reasonable method satisfactory to the Chairperson or the Vice Chairperson. Directors may sign written consents in counterparts, all of which taken together shall be deemed one and the same instrument.

Section 7.15 Fees and Compensation of Directors

The Corporation shall not pay any compensation to Directors for services rendered to the Corporation as Directors, except that Directors may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as approved by the National Board.

Also, Directors may not be compensated for rendering services to the Corporation in a capacity other than as Directors, unless such compensation is reasonable and further provided that not more than 49% of the persons serving as Directors may be "interested persons" which, for purposes of this Section 7.15 only, means:

a) any person currently being compensated by the Corporation for services rendered to it within the previous 12 months, whether as a full or part-time Officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director;

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or

b) any sibling, ancestor, descendant, spouse, sibling-in-law, child-in-law, or parent-in-law of any such person.

Section 7.16 Non-Liability of Directors

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

Section 7.17 Emergency Bylaws

7.17.1 When Applicable

Notwithstanding anything to the contrary herein, Section 7.17 applies solely during an emergency, which is the limited period of time during which a quorum cannot be readily convened for action as a result of the following events or circumstances until the event or circumstance has subsided or ended and a quorum can be readily convened in accordance with the notice and quorum requirements in Section 7.7 and Section 7.9.

a) A natural catastrophe, including, but not limited to, a hurricane, tornado, storm, high water, wind-driven water, tidal wave, tsunami, earthquake, volcanic eruption, landslide, mudslide, snowstorm, drought, epidemic, pandemic, or disease outbreak. or, regardless of cause, any fire, flood, or explosion;

b) An attack on or within this state or on the public security of its residents by an enemy of this state or on the nation by an enemy of the United States of America, or on receipt by this state of a warning from the federal government indicating that any such enemy attack is probable or imminent;

c) An act of terrorism or other manmade disaster that results in extraordinary levels of casualties or damage or disruption severely affecting the infrastructure, environment, economy, government function, or population, including, but not limited to, mass evacuations; or

d) A state of emergency proclaimed the Governor of the state, including any person serving as Governor in accordance with the California Constitution or Government Code, in which one or more Directors are resident, or by the President of the United States.

7.17.2 Emergency Actions

In anticipation of or during an emergency, the National Board may take either or both of the following actions necessary to conduct the Corporation's business operations and affairs:

a) Modify lines of succession to accommodate the incapacity of any director, officer, employee, or agent resulting from the emergency;

b) Relocate the principal office or authorize the officers to do so.

During an emergency, the National Board may take either or both of the following actions necessary to conduct the Corporation's business operations and affairs:

c) Give notice to a Director or Directors in any practicable manner under the circumstances when notice of a meeting of the National Board cannot be given to that Director or Directors in the manner prescribed by Section 7.7;

d) Deem that one or more officers present at a National Board meeting is a Director, in order of rank and within the same rank in order of seniority, as necessary to achieve a quorum.

In anticipation of or during an emergency the National Board may take any action that it determines to be necessary or appropriate to respond to the emergency, mitigate the effects of the emergency, or comply with lawful federal and state government orders. Any actions taken

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in good faith during an emergency under this section bind the Corporation and shall not be used to impose liability on a director, officer, employee, or agent. All provisions of the regular bylaws consistent with these emergency bylaws shall remain effective during the emergency.

ARTICLE 8 COMMITTEES

Section 8.1 Committees of Directors

The National Board may, by resolution adopted by a majority of the Directors then in office, create one or more National Board Committees ("Committees") or other entities, including an executive committee, each consisting of two or more Directors, to serve at the discretion of the National Board. Any Committee, to the extent provided in the resolution of the National Board, may be given the authority of the National Board except that no Committee may:

a) approve any action for which the California Nonprofit Public Benefit Corporation Law also requires approval of the members or approval of a majority of all members regardless of whether the Corporation has members;

b) fill vacancies on the National Board or in any Committee which has the authority of the National Board;

c) fix compensation of the Directors for serving on the National Board or on any Committee;

d) amend or repeal Bylaws or adopt new Bylaws;

e) amend or repeal any resolution of the National Board which by its express terms is not so amendable or repealable;

f) appoint any other Committees or the members of these Committees;

g) expend corporate funds to support a nominee for Director after more persons have been nominated than can be elected; or approve any transaction (i) between the Corporation and one or more of its Directors or (ii) between the Corporation and any entity in which one or more of its Directors have a material financial interest unless the conditions of Section 10.1.2.2 are satisfied.

Section 8.2 Meetings and Action of National Board Committees

Meetings and action of Committees shall be governed by, and held and taken in accordance with, the provisions of Article 7 concerning meetings of Directors, with such changes in the context of Article 7 as are necessary to substitute the Committee and its members for the National Board and its members, except that the time for regular meetings of Committees may be determined by resolution of the National Board, and special meetings of Committees may also be called by resolution of the National Board. Minutes shall be kept of each meeting of any Committee and shall be filed with the corporate records. The Committee shall report to the National Board from time to time as the National Board may require. The National Board may adopt rules for the governance of any Committee not inconsistent with the provisions of these Bylaws. In the absence of rules adopted by the National Board, the Committee may adopt such rules.

Section 8.3 Quorum Rules for National Board Committees

A majority of the Committee members shall constitute a quorum for the transaction of Committee business, except to adjourn. A majority of the Committee 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 members present at a meeting duly held at which a quorum is present shall be regarded as an act of the Committee, subject to the provisions of the California Nonprofit Corporation Law relating to actions that require

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a majority vote of the entire National Board. 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.

Section 8.4 Revocation of Delegated Authority

Subject to Section 8.1, the National Board may, at any time, revoke or modify any or all of the authority that the National Board has delegated to a Committee, increase or decrease (but not below two) the number of members of a Committee, and fill vacancies in a Committee from the members of the National Board.

Section 8.5 Nonprofit Integrity Act/Audit Committee

In any fiscal year in which the Corporation receives or accrues gross revenues of two million dollars or more (excluding grants from, and contracts for services with, governmental entities for which the governmental entity requires an accounting of the funds received), the National Board shall: (i) prepare annual financial statements using generally accepted accounting principles that are audited by an independent certified public accountant ("CPA") in conformity with generally accepted auditing standards; (ii) make the audit available to the Attorney General and to the public no later than nine months after the close of the fiscal year on the same basis that the Internal Revenue Service Form 990 is required to be made available; and (iii) appoint an Audit Committee.

The Audit Committee shall not include paid or unpaid staff or employees of the Corporation, including, if staff members or employees, the president or chief executive officer or the treasurer or chief financial officer (if any). If there is a finance committee, members of the finance committee shall constitute less than 50% of the membership of the Audit Committee and the chairperson of the Audit Committee shall not be a member of the finance committee. Subject to the supervision of the National Board, the Audit Committee shall:

a) make recommendations to the National Board on the hiring and firing of the CPA;

b) confer with the CPA to satisfy Audit Committee members that the financial affairs of the Corporation are in order;

c) approve non-audit services by the CPA and ensure such services conform to standards in the Yellow Book issued by the United States Comptroller General; and

d) if requested by the National Board, negotiate the CPA's compensation on behalf of the National Board.

Section 8.6 Standing National Board Committees

Committee Members will be selected by the Chairperson and approved by the National Board.

8.6.1

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.

8.6.2

Audit Committee

Pursuant to 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.

8.6.3 Governance Committee

The Governance Committee shall be comprised of not less than three Directors overseeing the overall governance of the Corporation. In addition to the scope of responsibilities described in the Governance 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. Both the Elections and Nominations Committees exist as sub - committees of the Governance Committee. The Governance Committee by resolution may create sub-committees as needed to discharge its duties and responsibilities, such as the Nominations Committee and/or others as defined by policy.

8.6.4 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, conditions, salary and benefits contained in the CEO's contract.

8.6.5 Program Strategy Alignment Committee

The Program Strategy Alignment Committee shall be comprised of board members, SHPE Members in good standing, and may include staff, and subject matter experts as needed. Staff leadership will serve as partners to the committee, ensuring staff expertise informs strategic discussions. There shall be 7 – 10 members of the committee. The Committee Chair will be appointed by the Board Chair, must be a Board Member, and may serve as long as their term on the Board. The Committee Members will be determined by the Board's Nominating Committee, serving a minimum of a two-year term or through guidance as determined by current policy. In addition to the scope of the of responsibilities described in the Program Strategy Alignment Charter, the duties of the committee is ensure that all organizational programs—including membership development, leadership development, and other strategic initiatives—are aligned with the overarching strategic plan. The Committee serves as a bridge between board-level strategic direction and staff-led operational execution in alignment with policy and goals as set by the Board of Directors.

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Section 8.7 Advisory or Ad hoc Committees

The National Board may create one or more advisory or ad hoc committees to serve at the pleasure of the National Board. Appointments to such committees need not, but may, be Directors. The National Board shall appoint and discharge advisory or ad hoc committee members. The Chair of the Board will approve the Chair of the Committees. All actions and recommendations of an advisory or ad hoc committee shall require ratification by the National Board before being given effect.

ARTICLE 9 OFFICERS

Section 9.1 Officers

The officers of the Corporation ("Officers") shall be either a Vice Chairperson or a Chairperson, or both, a Secretary, and a Treasurer or chief financial officer, or both. These persons will be selected from among the Directors. The National Board shall have the power to designate additional Officers, including a Vice President, who will also be Directors, with such duties, powers, titles and privileges as the National Board may fix, including such Officers as may be appointed in accordance with Section 9.6.6. Any number of offices may be held by the same person, except that the Secretary, the Treasurer and the chief financial officer (if any) may not serve concurrently as either the Vice Chairperson or the Chairperson.

Section 9.2 Election of Officers

The Officers, except those appointed in accordance with Section 9.6 shall be elected by the National Board at the annual meeting of the Corporation for a term of one year, and each shall serve at the discretion of the National Board until their successor shall be elected, or their earlier resignation or removal. Officers may be elected for three consecutive terms, with the exception of the Treasurer who may serve up to six consecutive terms.

Section 9.3 Removal of Officers

Subject to the rights, if any, of an Officer under any contract of employment, any Officer may be removed, with or without cause, (i) by the National Board, at any regular or special meeting of the National Board, or at the annual meeting of the Corporation, or (ii) by an Officer on whom such power of removal may be conferred by the National Board.

Section 9.4 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 of any of the Corporation under any contract to which the Officer is a party.

Section 9.5 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, provided that such vacancies shall be filled as they occur and not on an annual basis. In the event of a vacancy in any office other than the Chairperson or one appointed in accordance with Section 9.6.6, such vacancy shall be filled temporarily by appointment by the

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Chairperson, or if none, by the Chairperson, and the appointee shall remain in office for 60 days, or until the next regular meeting of the National Board, whichever comes first. Thereafter, the position can be filled only by action of the National Board.

Section 9.6 Responsibilities of Officers

9.6.1 Chairperson of the National Board

The Chairperson of the Corporation (the "Chairperson"), if any, shall be a Director and shall preside at meetings of the National Board as required by Section 7.13 and exercise and perform such other powers and duties as may from time to time be assigned to them by the National Board or prescribed by these Bylaws. If the National Board designates both a Chairperson and a Vice Chairperson, the National Board shall, by resolution, establish the specific duties carried by each position.

9.6.2 Vice Chairperson

The Vice Chairperson of the Corporation (the "Vice Chairperson") shall, if there is no Chairperson, or in the Chairperson's absence, preside at meetings of the National Board as required by Section 7.13 and exercise and perform such other powers and duties as may from time to time be assigned to them by the National Board or prescribed by these Bylaws.

9.6.3 Secretary

The secretary of the Corporation (the "Secretary") shall attend to the following:

9.6.4 Bylaws

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

9.6.5 Minute Book

The Secretary shall keep or cause to be kept a minute book as described in Section 12.1.

9.6.6 Notices

The Secretary shall give, or cause to be given, notice of all meetings of the National Board in accordance with these Bylaws.

9.6.7 Corporate Records

Upon request, the Secretary shall exhibit or cause to be exhibited at all reasonable times to any Director, or to their agent or attorney, these Bylaws and the minute book.

9.6.8 Corporate Seal and Other Duties

The Secretary shall keep or cause to be kept the seal of the Corporation, if any, in safe custody, and 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.

9.6.9 Treasurer

The Treasurer of the Corporation (the "Treasurer") shall attend to the following:

9.6.10 Books of Account

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any

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Director at all reasonable times.

9.6.11 Financial Reports

The Treasurer shall prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

9.6.12 Deposit and Disbursement of Money and Valuables

The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the National Board; shall disburse, or cause to be disbursed, the funds of the Corporation as may be ordered by the National Board; shall render, or cause to be rendered to the Vice Chairperson and Directors, whenever they request it, an account of all of their transactions as Treasurer and of the financial condition of the Corporation; and shall have other powers and perform such other duties incident to the office of Treasurer as may be prescribed by the National Board or these Bylaws.

9.6.13 Bond

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

9.6.14 Additional Officers

The National Board may empower the Chairperson, Vice Chairperson, or chief executive, to appoint or remove such other Officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as the National Board from time to time may determine. To be an officer, one must also be a director.

Section 9.7 Chief Executive

Subject to such supervisory powers as may be given by the National Board to the Chairperson or Vice Chairperson, the National Board may hire a Chief Executive Officer (CEO) who shall be the general manager of the Corporation, and subject to the control of the National Board, shall supervise, direct and control the Corporation's day-to-day activities, business and affairs. They shall have such powers and duties as may be prescribed by the National Board through a contract of employment or applicable Board policies approved by the National Board. Additionally, the National Board may, by resolution, appoint the CEO as a voting Director. In the absence of a CEO, the Chairperson of the National Board will serve as the Acting CEO, until an Interim CEO is selected by the Board. The CEO cannot serve as an officer of the Board.

Section 9.8 Compensation of Corporation Officers

9.8.1 Salaries Fixed by National Board

The salaries of any Corporation Officers, if any, shall be fixed from time to time by resolution of the National Board or by the person or Committee to whom the National Board has delegated this function, and no Officer shall be prevented from receiving such salary by reason of the fact that they are also a Director, provided, however, that such compensation paid to a Director for serving as an Officer shall only be allowed if permitted under the provisions of Section 7.15. In all cases, any salaries received by Officers shall be reasonable and given in

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return for services actually rendered for the Corporation which relate to the performance of the public benefit purposes of the Corporation. No salaried Officer serving as a Director shall be permitted to vote on their own compensation as an Officer.

9.8.2 Fairness of Compensation

The National Board shall periodically review the fairness of compensation, including benefits, paid to every person, regardless of title, with powers, duties, or responsibilities comparable to the president, chief executive officer, treasurer, or chief financial officer (i) once such person is hired, upon any extension or renewal of such person's term of employment, and (iii) when such person's compensation is modified (unless all employees are subject to the same general modification of compensation).

ARTICLE 10 CHAPTERS

Section 10.1 Chapters or Other Affiliations

To maintain and grow relationships supporting the Corporation's mission and purposes, the Corporation shall establish and support chapters. The National Board of Directors shall designate the criteria for chapter establishment and dissolution.

Section 10.2 Termination of Chapters

Any chapter 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.

Section 10.3 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 REGIONS AND REGIONAL LEADERSHIP COUNCIL

Section 11.1 Regions and Regional Leadership Council

The United States and its Territories may be divided into a regional structure, with leadership and granted authorities as may be approved by the National Board. Each region shall have a Regional Leadership Council.

Section 11.2 Regional Leadership Council Purpose

The sole purpose of the Regional Leadership Council is to coordinate and execute the mission of SHPE locally among chapters and community members with the support of a SHPE staff position of Regional Coordinator/Director.

Section 11.3 Membership and Reporting Structure

There are seven regional councils, one for each SHPE Region. Each Regional Leadership Council shall consist of, at a minimum, the following positions:

a) Regional Coordinator/Director (paid SHPE staff position)

b) Professional Member Lead

c) Graduate Member Lead

d) Undergraduate Member Lead

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e) Additional members may be selected and appointed by the Council. These members may include any constituent-based roles deemed appropriate (e.g., SHPEtina Lead, Pride Lead, and Junior Member Lead), as well as other functional or task oriented roles (e.g., social media coordinators, event coordinator, volunteer lead)

Section 11.4 Candidate Sourcing, Nominations, and Appointments

Candidates for Regional Council sourcing, nominations and appointments will be evaluated using a process defined and approved by the Nominations Committee based on their expertise in the skill sets identified. Once appointed, an individual may serve up to three (3) consecutive 2-year terms for Professionals and up to two (2) 1-year terms for Undergraduate and Graduate students.

ARTICLE 12 TRANSACTIONS BETWEEN CORPORATION AND DIRECTORS OR OFFICERS: DISCLOSURES OF CONFLICT OF INTEREST

Section 12.1 Transactions with Directors and Officers

12.1.1 Interested Party Transactions

Except as described in Section 12.1, the Corporation shall not be a party to any 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.

12.1.2 Requirements to Authorize Interested Party Transactions

12.1.3 By the National Board of Directors

The Corporation shall not be a party to any transaction described in Section 12.1 unless:

(a) the Corporation enters into the transaction for its own benefit;

(b) the transaction is fair and reasonable to the Corporation at the time the transaction is entered into;

(c) prior to consummating the transaction or any part thereof, the National Board authorizes or approves the transaction in good faith, by a vote of a majority of Directors then in office (without counting the vote of the interested Directors), and with knowledge of the material facts concerning the transaction and the interested Director's or Officer's financial interest in the transaction;

(d) prior to authorizing or approving the 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 effort under the circumstances; and

(e) the minutes of the National Board meeting at which such action was taken reflect that the National Board considered and made the findings described in paragraphs (a) through (d) of this Section 12.1.

12.1.4 By a Committee

A Committee shall not approve a transaction described in Section 12.1 unless:

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(a) the Committee approves the transaction in a manner consistent with the standards set forth in Section 12.1;

(b) it was not reasonably practicable to obtain approval of the transaction by the National Board prior to entering into the transaction; and

(c) the National Board, after determining in good faith that the two above-enumerated conditions of this Section 12.1 are satisfied, ratifies the transaction at its next meeting by a vote of the majority of the Directors in office without counting the vote of the interested Director or Directors.

12.1.5 Material Financial Interest

A Director or Officer shall not be deemed to have a "material financial interest" in a transaction:

a) that fixes the compensation of a Director as a Director or Officer;

b) if the contract or transaction is part of a public or charitable program of the Corporation and it (1) is approved or authorized by the Corporation in good faith and without unjustified favoritism, and (2) results in a benefit to one or more Directors or their families only because they are in the class of persons intended to be benefited by the program; or

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

Section 12.2 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; except that the Corporation may advance money to a Director or Officer for expenses reasonably anticipated to be incurred in the performance of duties of such Director or Officer, if in the absence of such advance, such Director or Officer would be entitled to be reimbursed for such expenses by the Corporation.

The limitation above does not apply if (i) the loan is necessary, in the judgment of the National Board, to provide financing for the purchase of the principal residence of an Officer in order to secure the services of (or continued services of) the Officer and the loan is secured by real property located in California; or (ii) the loan is for the payment of premiums on a life insurance policy on the life of a Director or Officer and repayment to the Corporation of the amount paid by it is secured by either the proceeds of the policy or its cash surrender value, or both, and the contract securing the loan meets the requirements of section 5236 of the California Nonprofit Corporation Law .

Section 12.3 Interlocking Directorates

No contract or other transaction between the Corporation and any corporation, firm or association of which one or more Directors are directors is either void or voidable because such Director(s) are present at the National Board or Committee meeting that authorizes, approves or ratifies the contract or transaction, if (i) the material facts as to the transaction and as to such Director's other directorship are fully disclosed or known to the National Board or Committee, and the National Board or Committee authorizes, approves or ratifies the contract or transaction in good faith by a vote sufficient without counting the vote of the common Director(s) (subject to the quorum provisions of Article 7); or if (ii) the contract or transaction is just and reasonable as to the Corporation at the time it is authorized, approved or ratified.

Section 12.4 Duty of Loyalty; Construction with Article 13

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Nothing in this Article 12 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 12 shall be construed to override or amend the provisions of Article 13. All conflicts between the two articles shall be resolved in favor of Article 13.

Section 12.5 Duty to Disclose Actual and Potential Conflicts of Interest

Directors and Officers shall make an appropriate disclosure of all material facts, including the existence of any financial interest, at any time that any actual or potential conflict of interest arises. This disclosure obligation includes instances in which a Director or Officer knows of the potential for an Interested Party Transaction as described in Section 12.1 related to their interests or a transaction involving interlocking directorates as described in Section 12.1. It also includes instances in which a Director or Officer plans not to attend a meeting of the National Board or a Committee of the National Board described in Section 8.2 at which such Director or Officer has reason to believe that the National Board or Committee will act regarding a matter about which such Director or Officer may have a conflict. Depending on the circumstances, this disclosure may be made to the Chairperson or Vice Chairperson, or, if the potential conflict of interest first arises in the context of a National Board or Committee meeting, the entire National Board or the members of the Committee considering the proposed transaction or arrangement that relates to the actual or possible conflict of interest.

ARTICLE 13 INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

Section 13.1 Definitions

For purpose of this Article 13,

13.1.1 "Agent"

means any person who is or was a Director, Officer, employee, or other agent of the Corporation, or is or was serving at the request of the 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 the Corporation or of another enterprise at the request of the predecessor corporation;

13.1.2 "Proceeding"

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

13.1.3 "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 their position or relationship as Agent and all attorneys' fees, costs, and other expenses reasonably incurred in establishing a right to indemnification under this Article 13.

Section 13.2 Applicability of Indemnification Provisions

13.2.1 Successful Defense by Agent

To the extent that an Agent has been successful on the merits in the defense of any proceeding referred to in this Article 13, 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.

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13.2.2 Settlement or Unsuccessful Defense by Agent

If an Agent either settles any proceeding referred to in this Article 13, or any claim, issue, or matter therein, or sustains a judgment rendered against them, then the provisions of Section 13.3 through Section 13.6 shall determine whether the Agent is entitled to indemnification.

Section 13.3 Actions Brought by Persons Other than the Corporation

This Section 13.3 applies to any proceeding other than an action "by or on behalf of the corporation" as defined in Section 13.4. Such proceedings that are not brought by or on behalf of the Corporation are referred to in this Section 13.3 as "Third Party proceedings."

13.3.1 Scope of Indemnification in Third Party Proceedings

Subject to the required findings to be made pursuant to Section 13.3.2, the Corporation may indemnify any person who was or is a party, or is threatened to be made a party, to any Third Party proceeding, by reason of the fact that such person is or was an Agent, for all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding**.**

13.3.2 Required Standard of Conduct for Indemnification in Third Party Proceedings

Any indemnification granted to an Agent in Section 13.3.1 above is conditioned on the following. The National Board must determine, in the manner provided in Section 13.5, that the Agent seeking reimbursement acted in good faith, in a manner they reasonably believed to be in the best interest of the Corporation, and, in the case of a criminal proceeding, they must have had no reasonable cause to believe that their conduct was unlawful. 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 they reasonably believed to be in the best interest of the Corporation or that they had reasonable cause to believe that their conduct was unlawful.

Section 13.4 Action Brought By or On Behalf Of the Corporation

This Section 13.4 applies to any proceeding brought (i) by or in the right of the Corporation, or (ii) by an Officer, Director or person granted relator status by the Attorney General, or by the Attorney General, on the ground that the defendant Director was or is engaging in self-dealing within the meaning of section 5233 of the California Nonprofit Corporation Law, or (iii) by the Attorney General or person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust (any such proceeding is referred to in these Bylaws as a proceeding "by or on behalf of the Corporation").

13.4.1 Scope of Indemnification in Proceeding By or On Behalf Of the Corporation

Subject to the required findings to be made pursuant to Section 13.4.2, and except as provided in Sections 13.4.3 and 13.4.4, the Corporation may indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding by or on behalf of the Corporation, by reason of the fact that such person is or was an Agent, for all expenses actually and reasonably incurred in connection with the defense or settlement of such action.

13.4.2 Required Standard of Conduct for Indemnification in Proceeding By or On Behalf Of the Corporation

Any indemnification granted to an Agent in Section 13.4.1 is conditioned on the following. The National Board must determine, in the manner provided in Section 13.5, that the Agent seeking reimbursement acted in good faith, in a manner they believed to be in the best interest of the Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

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13.4.3 Claims Settled Out of Court

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

13.4.4 Claims and Suits Awarded Against Agent

If any Agent is adjudged to be liable to the Corporation in the performance of the Agent's duty to the Corporation, the Agent shall receive no indemnification for amounts paid pursuant to the judgment, and any indemnification of such Agent under Section 13.4.1 for expenses actually and reasonably incurred in connection with the defense of that action shall be made only if both of the following conditions are met:

a) The determination of good faith conduct required by Section 13.4.2 must be made in the manner provided for in Section 13.5; 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 is fairly and reasonably 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 13.5 Determination of Agent's Good Faith Conduct

The indemnification granted to an Agent in Section 13.3 and Section 13.4 is conditioned on the findings required by those Sections being 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 the 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 the Corporation.

Section 13.6 Limitations

No indemnification or advance shall be made under this Article 13, except as provided in Section 13.2.1 or Section 13.5(b), 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 13.7 Advance of Expenses

Expenses incurred in defending any proceeding may be advanced by the 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 13.

Section 13.8 Contractual Rights of Non-Directors and Non-Officers

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Nothing contained in this Article 13 shall affect any right to indemnification to which persons other than Directors and Officers of the Corporation, or any of its subsidiaries, may be entitled by contract or otherwise.

Section 13.9 Insurance

The National Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any Agent, as defined in this Article 13, 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 the Corporation would have the power to indemnify the Agent against the liability under the provisions of this Article 13; provided, however, that the Corporation shall have no power to purchase and maintain insurance to indemnify any Agent for a violation of the prohibition on self-dealing in section 5233 of the California Nonprofit Corporation Law.

ARTICLE 14 CORPORATE RECORDS AND REPORTS

Section 14.1 Minute Book

The Corporation shall keep a minute book which shall contain a record of all actions by the National Board or any committee including (i) the time, date and place of each meeting; (ii) whether a meeting is regular or special and, if special, how called; (iii) the manner of giving notice of each meeting and a copy thereof; (iv) the names of those present at each meeting of the National Board or any Committee thereof; (v) the minutes of all meetings; (vi) any written waivers of notice, consents to the holding of a meeting or approvals of the minutes thereof; (vii) all written consents for action without a meeting; (viii) all protests concerning lack of notice; and (ix) formal dissents from National Board actions. The minute book may either be in written form or in any other form capable of being converted into clearly legible tangible form.

Section 14.2 Books and Records of Account

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

Section 14.3 Articles of Incorporation and Bylaws

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

14.3.1 Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns

The Corporation shall at all times keep at its principal office a copy of its federal tax exemption application and, for three years from their date of filing, its annual information returns. These documents shall be open to public inspection and copying to the extent required by the Code.

Section 14.4 Annual Report; Statement of Certain Transactions

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

a) The assets and liabilities of the Corporation, including the trust funds, 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 (i) to which the Corporation, its parent, or its subsidiary was a party, (ii) 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 (iii) 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):

   (a) Any Director or Officer of the Corporation, its parent, or its subsidiary;

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

   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.

f) 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 under Article 11or Article 12.

The annual report shall be accompanied by a report of independent accountants on which the annual report is based, or, if there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

Section 14.5 Directors' Rights of Inspection

Every Director shall have the absolute right at any reasonable time to inspect the books, records, documents of every kind, and physical properties of the Corporation and 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 15 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 15.1 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 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 15.2 Checks and Notes

Except as otherwise specifically determined by resolution of 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 with adopted policies and procedures of the Corporation.

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Section 15.3 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 15.4 Gifts

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

ARTICLE 16 CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions of California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both legal entities and natural persons. All references to statutes, regulations, and laws shall include any future statutes, regulations and laws that replace those referenced.

ARTICLE 17 AMENDMENTS

a) Where any provision of these Bylaws requires the vote of a larger proportion of the Directors than otherwise is required by law, such provision may not be altered, amended, or repealed except by the vote of such greater number.

b) No amendment may extend the term of a Director beyond that for which such Director was elected.

c) No amendment may add a provision that is in conflict with law or the Corporation's Articles of Incorporation.

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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 ***[##]*** pages, are the Bylaws of this Corporation as adopted by the National Board of Directors and amended on _____ .

Executed on _____ at _____ , California.

_____

[NAME]

Secretary

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