

**THE BYLAWS OF
THE SOCIETY OF HISPANIC PROFESSIONAL ENGINEERS TWIN
CITIES PROFESSIONAL CHAPTER**

Article I. Name of Organization

- 1.1 The name of the organization shall be the Society of Hispanic Professional Engineers Twin Cities Professional Chapter. This organization may also be referred to as SHPE-TC or as SHPE Twin Cities, herein referred to as the Chapter.

Article II. Purpose of Organization

- 2.1 The purpose of the Chapter shall be to actively promote the policies, objectives, and programs of the Society of Hispanic Professional Engineers, Inc., herein referred to as SHPE National, which is committed to providing professional, educational and cultural support in the community and promotes educational developmental programs that support the advancement of its members.
- 2.2 Upon dissolution of the Chapter, all remaining assets will be used exclusively for exempt purposes, such as charitable, educational and/or scientific purposes donated to charities as the EBOD sees fit.

Article III. Objectives and Goals of the Organization

- 3.1 The Chapter is committed to providing professional, educational and cultural support in the community and promotes educational development programs that support the advancement of its members.
- 3.2 The objectives and goals of the Chapter shall be to:
- 3.2.1 Increase the number of Hispanics entering the fields of engineering, mathematics, physical and computer science, and other technical fields. These goals **can** be implemented by:
- School visitations
 - Hispanic community involvement
 - Workshops at local institutions
 - Help establish local student chapters at local colleges and universities
- This list is not exhaustive.**
- 3.2.2 Develop programs that promote the advancement of Hispanic engineers and scientists in employment and education. These goals **can** be implemented by:
- Career/employment workshops
 - Technical and professional development seminars and events
- This list is not exhaustive.**
- 3.2.3 Develop programs benefiting Hispanics seeking careers in engineering or technical fields. These goals **can** be implemented by:
- Scholarship programs
 - Recruitment programs
 - Company tours
- This list is not exhaustive.**
- 3.2.4 Provide a forum to encourage the exchange of technical information, professional development, and entrepreneurial opportunities, i.e. Discussion Board, Facebook, Twitter, Linked In

- 3.2.5 Inform members of technical contributions and achievements of Hispanics by e-mails, newsletters and award programs.

Article IV. Membership and Privileges

4.1 Professional Regular (Paid) Members

A Regular/Professional member is open to all STEM professionals who hold an engineer-in-training certificate or a bachelor's degree in science, technology, engineering, or mathematics.

Professional members shall be entitled to cast one vote in the chapter elections (per Article VI) of officers and in all business that the Executive Board of Directors (EBOD) refers to the membership. Professional members may hold office (per Article VI) and may also nominate qualified individuals for Chapter and/or National Office.

4.2 Associate Members

An Associate member shall be a person who believes and supports the purpose of this organization. He/she is entitled to nominate, vote or hold a position in the EBOD.

4.3 No Authority to Act on Behalf of the Chapter. Individual members shall not act for the Chapter as a whole unless so authorized by the EBOD.

4.4 Termination of Membership

4.4.1 Any member may terminate his/her membership upon written notification of the effective date of resignation to the EBOD.

4.4.2 The chapter EBOD may, by two-thirds (2/3) majority vote to terminate a person's membership from the Chapter for any infraction of the Bylaws, rules and/or regulations of the Chapter, or gross misconduct. The President shall inform SHPE National and Regional Vice-President of said termination.

Article V. Executive Board of Directors

5.1 Administration

The Executive Board of Directors (EBOD) consisting of the elected and EBOD appointed officers shall administer the affairs of the Chapter. The EBOD operates and makes decisions based upon group majority rule and is presided over by the President. The EBOD shall be responsible for all business concerning the Chapter. The EBOD shall set and establish policy for the Chapter. The Administration of EBOD policy and the management of the day-to-day affairs of the Chapter are delegated to the officers as specified herein.

5.2 Makeup of the EBOD

The EBOD shall consist of all the officers as defined in the subsequent paragraphs.

5.2.1 Chapter President

- Provides strategic vision and direction for the Chapter
- Establishes/strengthens relationships with other area professional organizations and collaborates where possible

- Compiles agendas and leads monthly EBOD meetings
- Is the official chapter contact for SHPE National and Region 6
- Attends all scheduled Region 6 meetings
- Submit quarterly check-ins to SHPE National by the established deadline to stay in good status and be considered active
- Represents chapter to attract new corporate sponsors and advocates for the interest of the sponsors
- May appoint any qualified member to fill a vacated EBOD position until the EBOD can act. In case of a deadlock, the EBOD shall solicit a vote of election to the members.
- The President shall have one vote on the EBOD business

5.2.2 Vice-President

- Serves as acting president in the absence or departure of the President
- Acts as liaison with, and assists, area college SHPE chapters
- Assists corporate relations chair with corporate sponsorship
- Assists the President and EBOD in conducting chapter business
- The Vice-President shall have one vote in the EBOD business

5.2.3 Treasurer

- Serves as the Chief Financial Officer for the EBOD
- Collects dues at events and dispenses reimbursements
- Manages chapter's account at local bank
- Prepares financial reports to share with EBOD, membership or others as needed
- Handles 501(c)3 status maintenance
- Files the Annual Business Renewal for MN
- Keeps contact info to IRS current; the outgoing Treasurer assists the incoming Treasurer with the preparation of paperwork. The incoming treasurer submits required annual tax paperwork within 15 days of conclusion of the fiscal year (no later than July 15th)
- Is responsible to insure a budget is established and approved by the EBOD within 45 days of the start of the fiscal year, and keeps track of the budget on a monthly basis.
- Submits a monthly report to the President and EBOD at each EBOD meeting for the previous month's transactions, including the reconciled Chapter checking account, budget and monthly report for that month.
- Assists the President and EBOD in conducting chapter business
- Transfer all financial reports in hard and electronic copy to the succeeding Treasurer within 30 days of termination of term
- Treasurer shall have one vote on the EBOD business

5.2.4 Secretary

- Maintains official records of the Chapter
- Serve all notices required by law or the Bylaws of the Chapter
- E-mails communications to EBOD and membership as needed
- Checks PO Box for incoming mail. Responsible for keeping key to PO Box
- Takes minutes at EBOD meetings and sends out via e-mail to all EBOD members within 3 business days
- Sets up EBOD meeting locations/times
- Sends out request for agenda items before meeting to provide to the President; gets final agenda from President and sends out in advance of the meeting

- Is in charge of the election/voting process
- Assists the President and EBOD in conducting chapter business
- Responsible to transfer all official records of the Chapter in hard and electronic copy to the succeeding Secretary within 30 days of termination of term
- Orders food for monthly meetings
- Secretary shall have one vote on the EBOD business

5.2.5 Professional Development Chair

- Identifies and organizes at least 1 event throughout the fiscal year that caters to members' professional and personal development; events can include speakers, tours, professional and personal development opportunities, workshops, panel discussions, etc.
- Assists the President and EBOD in conducting chapter business
- Professional Development chair shall have one vote on the EBOD business

5.2.6 Corporate and Community Relations Chair

- Manages and communicates with current corporate sponsors
- Researches opportunities and invites new companies to become corporate sponsors
- Connects with companies to introduce the Chapter to their employees to encourage Chapter membership
- Works with Vice-President to develop additional sponsoring opportunities
- Represents and expands presence of the Chapter with other appropriate organizations
- Assists the President and EBOD in conducting chapter business
- Corporate and Community Relations chair shall have one vote on the EBOD business

5.2.7 Membership Chair

- Updates membership reports and confirms membership list with SHPE National
- Sets membership goals for the chapter and develops membership drive activities throughout the fiscal year
- Conducts yearly membership survey
- Plans and organizes networking/social events throughout the fiscal year
- Assists the President and EBOD in conducting chapter business
- Maintains the official membership roster
- Membership Chair shall have one vote on the EBOD business

5.2.8 Education Chair

- Seeks out education-related volunteer and outreach opportunities for members to partner with schools, museums and others for mentoring, class presentations, etc.
- Assists the President and EBOD in conducting chapter business
- Education Chair shall have one vote on the EBOD business

5.2.9 Marketing Chair

- Creates communications to advertise events to members, companies and the public as needed for scholarships, membership drives, networking events, etc.
- Shares chapter event information with other organizations as appropriate.
- Assists the President and EBOD in conducting Chapter business
- Marketing Chair shall have one vote on the EBOD business

5.2.10 Scholarship Chair

- Creates and maintains scholarship award criteria with EBOD approval of criteria
- Prepares scholarship applications and information
- Promotes Chapter scholarships through schools, universities, social networking sites, and other appropriate avenues
- Assists the President and EBOD in conducting chapter business
- Scholarship Chair shall have one vote on the EBOD business

5.2.11 Webmaster

- Updates website as needed
- Establish and maintains chapter's EBOD email accounts as needed
- Assists the President and EBOD in conducting Chapter business
- Webmaster shall have one vote on the EBOD business

5.3 General Powers of the EBOD

The EBOD shall manage the business of the Chapter, subject to the restrictions imposed by the law, the Articles of Incorporation of the State of Minnesota, and the Bylaws of the Chapter. The EBOD may exercise all the powers of the Chapter.

5.4 Specific Powers of the EBOD

The EBOD shall have the following powers:

- 5.4.1 Adopt and/or alter a common seal of the Chapter as approved by National
- 5.4.2 Make and change regulations consistent with these Bylaws
- 5.4.3 Pay for any property purchased by the Chapter either wholly or partly in money, bonds, debentures or other securities of the Chapter.
- 5.4.4 Appoint committees in accordance with these Bylaws and to define the powers and duties of the committees
- 5.4.5 Select and designate banks or trust companies as official depositories for funds and to prescribe and order the manner in which deposits or withdrawals are made
- 5.4.6 Compensation of Directors. Directors shall not receive any stated salary for their services. Nothing herein contained shall be construed to not allow any director from serving the Chapter in any capacity and receiving compensation thereof.

5.5 Relations with Area SHPE Corporate Chapters

The relationship with SHPE Corporate Chapters in the Chapter's jurisdiction area is to be governed as follows:

- 5.5.1 SHPE Corporate Chapter members are free to volunteer with the SHPE-TC Chapter and may choose to become members of the SHPE-TC Chapter
- 5.5.2 Employees of a company that has a SHPE Corporate Chapter for that company may choose to become members of the SHPE-TC Chapter instead of their own SHPE Corporate Chapter
- 5.5.3 Employees of a company that has a SHPE Corporate Chapter may additionally serve on the Board of Directors in the SHPE-TC Chapter provided that they do not deal directly and refrain from making decisions regarding their company of employment's SHPE Corporate Chapter.

Article VI. Elections and Term of Office

6.1 Elections

The election of the Chapter officers shall be organized and directed by the Secretary. The actions of the Secretary must be impartial and fair to all the candidates. The Secretary will prepare ballots to be distributed to all eligible professional members to vote for the Chapter officers according to policies and

procedures established by the Chapter. The Secretary shall notify the membership in a timely manner of the open offices and solicit nominations for candidates.

6.2 Nominations and Eligibility

The Chapter President and the EBOD shall be elected by a vote of eligible Chapter members. Each candidate must be a paid SHPE Professional member and a member of the Chapter in order to be nominated. A candidate may nominate himself/herself or may nominate a candidate. The names of the candidates must be submitted to the Secretary by their specified date. Each eligible member shall have one vote per office.

6.3 Voter Eligibility

Professional and Associate members may participate in the local chapter election process if their membership dues are paid as of the end of the nomination period.

6.4 Candidate Eligibility

A professional chapter member is eligible to hold office if he/she:

- Meets the requirements as per Article IV
- Is a member of the Chapter and in good standing as indicated by SHPE National
- Has paid membership for the year

6.5 Eligibility of Candidates for President

Candidates for the position of President shall be a member in good standing of the Professional Chapter and shall have served for at least 6 months in the last four years on a SHPE professional chapter executive board. In case no candidates meet this requirement, then any professional chapter member in good standing may run for president.

6.6 Record of Date for Professional Members

Any professional member whose dues are received by the end of the nomination period to the SHPE-TC chapter shall be eligible to vote in the Election.

6.7 Nominations for More than One Office

A candidate shall not run for more than one (1) position at the Chapter. If nominated to more than one position, the candidate must decide which position he/she wants to run for.

6.8 Election Results

The ballots shall be collected and counted by the Secretary. The Secretary presents the results to the EBOD who vote to ratify the results. Candidates receiving the majority of votes per office shall be declared the winners; provided, however, that the number of votes cast by ballot must equal or exceed the quorum (10% of the eligible voting membership) and provided further that the number of votes cast for the successful candidate must exceed 5% of the eligible voting membership.

6.10 Vacancies

The order of succession shall prevail in the event of a vacancy in any office due to death, resignation, disqualification, or otherwise. Any vacancy, including those not filled by chapter elections, may be filled for the remaining portion of the term by a majority vote of the EBOD. These appointments may also be terminated by a majority vote of the EBOD at any time.

6.11 Term of Office

Board positions are of one-year term, running from July 1st of the elected year to June 30th of the following year.

6.12 Notice of Elections

A meeting notice shall be delivered by e-mail to all members not less than ten (10), or more than sixty (60) days prior to the elections.

6.13 Removal from the EBOD

An EBOD member may be removed from office by a two-thirds (2/3) vote of the remaining EBOD members (not counting the EBOD member in question) for not fulfilling his/her duties as specified in Article V, not being in good standing with SHPE National, for any infraction of the Bylaws, rules and/or regulations of the Chapter, gross misconduct, action or behavior unbecoming of an EBOD member, or lack of confidence in that person by the remaining EBOD members. Any EBOD member removed from office may not run for election to any EBOD position for the following two fiscal years. The President shall inform SHPE National and Regional Vice-President of said termination.

6.14 Termination of EBOD Members

Any EBOD member who has been removed from office by the EBOD or whose membership has been terminated is automatically vacated from Chapter Office and from the EBOD and must surrender all materials belonging to the Chapter. A President who is recalled from office is not considered an immediate Past President for the succeeding term. Should the President be removed from office, the Vice President of the EBOD shall assume the office of President for the remainder of the term and shall be the immediate Past President for the succeeding term.

6.15 Transition Meeting

A transition meeting of the outgoing EBOD and the incoming EBOD (each position with each respective position) will occur between election results and August 1st.

Article VII. Committees

- 7.1 The EBOD shall have the power to establish any committee to conduct the business of the Chapter. The President may appoint, with EBOD concurrence, any member in good standing to chair such a committee. The assessment of need and creation of a committee should be through the EBOD and President's consent.

Article VIII. Jurisdiction

- 8.1 Geographic Boundaries
The Chapter shall exercise its jurisdiction over the area included within the geographic boundaries of the State of Minnesota
- 8.2 Jurisdiction Changes
The Chapter's jurisdiction may be reduced in geographic size if new chapters evolve within Chapter jurisdiction and are officially approved and recognized by SHPE National. In this case, these areas or portions thereof that can best be served by the new chapter as determined by its members and shall be subject to jurisdiction transfer to the new chapter.

Article IX. Fiscal Year

- 9.1 Duration of Fiscal Year
The Fiscal Year of the Chapter shall begin on July 1st and end on June 30th of each year.

9.2 No later than one hundred and twenty (120) days after the close of the Chapter's fiscal year, the EBOD shall prepare an annual report to be sent to the members. Such report shall contain all of the information required under the Minnesota Corporate Code, including without limitation:

9.2.1 A balance sheet as of the end of such fiscal year and an income statement and statement of changes in financial position for such fiscal year.

Article X. Dues

10.1 Dues are determined by National.

Article XI. Meetings

11.1 Quorum

To establish a quorum for an EBOD meeting, not less than one half (1/2) of the individuals must be present (present via teleconference is acceptable). Voting issues shall be determined by majority vote of members present.

11.2 Annual Election

The EBOD will be elected through a formal process that includes selection of nominees, generation of electronic ballots. An election ballot should be sent to all paid members to cast their votes between March and May. New board and election results should be approved by or before the June meeting.

11.3 General Meetings

At least one (1) general meeting or event shall be held each fiscal year. These general meetings may be conducted as part of a professional and/or social networking event.

11.4 EBOD Meetings

The EBOD shall meet at least every month during the fiscal year. Members may attend as non-voting observers.

11.5 Special Meetings

The President, Vice President or any two (2) EBOD members may call a special meeting for any reasonable purpose. Special meeting notices shall state the time and place for the meeting. Such notice shall specify the purpose of the meeting. Reasonable notice will be given depending on the urgency of the matter.

11.6 Meeting Notices

A meeting notice shall be delivered to each member. The notice shall include the agenda, place, date and time of the meeting and shall be delivered via email with the email address the Chapter has on record and shall be delivered not less than seven (7) or more than thirty (30) days prior to the meeting.

11.7 Meeting Rules

All EBOD meetings shall adhere to "Robert's Rules of Order". Only EBOD may vote on monetary issues.

Article XII. Assets

- 12.1 In the event that the Chapter is dissolved, all assets belonging to SHPE, Inc. shall be returned to SHPE, Inc. All remaining assets shall be disseminated to SHPE Region 6, overseen by the governing Regional Vice President. All assets will be used exclusively for exempt purposes such as charitable, educational and/or scientific purposes.
- 12.2 No part of the net earnings of the Chapter shall inure to the benefit of or be distributable to its members or other private persons, except that the Chapter shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause thereof.
- 12.3 No substantial part of the activities of the Chapter shall be carrying on propaganda, or otherwise attempting to influence legislation. The Chapter shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Article XIII. Donations

- 13.1 The Chapter, a non-profit organization, may accept donations, gifts, legacies and/or contributions from corporations and other organizations and host fundraising banquets and events for Chapter programs and activities consistent with SHPE National policy.

Article XIV. Liability of Members

- 14.1 No member of the Chapter shall be personally or otherwise liable for any debts, liabilities, and/or obligations of the Chapter, as stated by the laws of the State of Minnesota.

Article XV. Other

- 15.1 Unexpected and unforeseen circumstances will arise periodically. For any items not covered by these Bylaws, or any items that require a deviation (i.e. a previously listed deadline needs to be modified), the EBOD, by majority vote, will make those decisions and determine what needs to be done. The EBOD will always work in good faith to adhere to the intent of these Bylaws in those cases.

Article XVI. Amendments to the Bylaws

- 16.1 Amendment Procedure
A motion to amend the Bylaws will be made, entertained, and approved by the EBOD with a two-thirds (2/3) majority vote.
- 16.2 SHPE National Approval
After EBOD approval, proposed amendments shall be submitted to SHPE National for approval by the NBOD
- 16.3 Date of Effect
All amendments to these Bylaws shall become effective immediately after SHPE NBOD approval
- 16.4 General membership shall be notified of the results at the following general meeting.

This constitution in its entirety was approved by The Executive Board of the Society of Hispanic Professional Engineers Twin Cities Professional Chapter.

Date: _____

President

Secretary

Vice-President

Treasurer
