

The Society of Hispanic Professional Engineers, Boston Chapter

Chapter Bylaws (Rev. March 19, 2013)

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The Society of Hispanic Professional Engineers, Boston Chapter

Chapter Bylaws (Rev. March 2013)

Article I. Organization Overview

Section 1.1 Name of the Organization

The name of the organization shall be “The Society of Hispanic Professional Engineers, Incorporated, Boston Chapter,” herein referred to as “SHPE Boston,” the “Boston Chapter” or the “Chapter.”

Section 1.2 Mission Statement

SHPE Boston is a non-profit professional organization whose goal is to create the next generation of Latino leaders in engineering and science in the Greater Boston area (as well as the New England area, including MA, ME, NH, VT, RI and Eastern CT).

SHPE Boston achieves this goal by:

- (1) Providing educational workshops and seminars, including leadership training, and personal skills development and team management exercises, to its members;
- (2) Developing educational programs targeted at Latinos in primary and secondary schools located in diverse communities that spark curiosity and interest in science and engineering; and
- (3) Working with corporate partners and educational institutions to promote continuing education in Science, Technology, Engineering and Math (STEM) academic fields, and provide career development opportunities for its members.

SHPE Boston acts exclusively for charitable, educational, scientific, or literary purposes, as defined under Section 501(c)(3) of the Internal Revenue Code of 1986 or any equivalent law, including but not limited to, the making of grants to organizations that are exempt under Section 501(c)(3).

Section 1.3 Vision Statement

SHPE Boston believes that the New England region, and, in particular, the Greater Boston area, is a premier place in the United States to cultivate and develop Latino leaders for careers in science and engineering due to its fast growing Latino population, its strong STEM educational network, and its high concentration science- and engineering-based companies.

Based on these beliefs, SHPE Boston’s vision is:

- (1) To teach SHPE Boston members leadership skills they will use to become leaders in the organizations in which they work, and practice leadership in the communities in which they live;

- (2) To educate, excite and prepare primary and secondary school Latino students to pursue academic and professional careers in science and engineering; and
- (3) To be the premier organization in the New England area for science- and engineering-based companies to recruit and retain quality and qualified Latino talent.

Article II. Definitions and Strategic Objectives

Section 2.1 Definitions

- (1) SHPE Boston defines a “leader” as one who exhibits “leadership.”
- (2) SHPE Boston defines “leadership” as “organizing a group of people to achieve a common goal.”
- (3) SHPE Boston defines the “leadership process” as (a) identifying a problem, (b) assembling a team to address a problem, (c) developing a solution to the problem, and (d) executing the plan to resolve the problem.
- (4) SHPE Junior is a SHPE Foundation program designed to provide high school students with scholarships, mentors, tutors, and other resources to encourage students to pursue STEM-based college education.
- (5) The SHPE Foundation is an independent 501(c)(3) organization, affiliated with SHPE, Inc., that works exclusively to develop educational enrichment and academic outreach initiatives for Latinos that extend throughout the pre-college to PhD academic process.
- (6) The Society of Hispanic Professional Engineers, Incorporated (“SHPE, Inc.”, “SHPE” or the “SHPE National”) is a national non-profit organization whose specific and primary purposes are to:
 - a. To advance Hispanic scientists and engineers in employment, education, and economic and social welfare;
 - b. To improve the quality of education and training programs preparing Hispanic students to become professional engineers and scientists;
 - c. To implement programs benefiting Hispanics seeking to become scientists or engineers; and
 - d. To increase the number of Hispanics entering the field of engineering and science.
- (7) The Board of Directors (herein referred to as the “Board” or “Board of Directors”) is body of elected or appointed members who jointly oversee the activities of the Chapter. The Board consists of Officers and appointed Board members, as outlined in Article IX. Officers and Appointed Board Positions.
- (8) Regional Student Representatives are the national representative for undergraduate student members in a particular region, as specified by SHPE. (SHPE Boston and student chapters in the region operate in Region IV.) He/she will preside over the activities of each of the student chapters, and report to the National Undergraduate Representative for SHPE.
- (9) SHPE Region IV represents the northeast United States and Puerto Rico. It includes the following states: Connecticut, Delaware, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Puerto Rico, Rhode Island, Vermont, Virginia, Washington, D.C., and West Virginia.

Section 2.2 Strategic Objectives of the Organization

The strategic focus of the SHPE Boston is to develop “Latino leaders in science and engineering.”

Based on this strategic focus, the Chapter’s strategic objectives are to:

- (1) Provide the Chapter’s professional members, and university chapter members in the region, with:
 - a. Leadership education workshops and seminars;
 - b. Opportunities to practice leadership in the community; and
 - c. Job opportunities to practice and apply leadership skills in their careers.
- (2) Develop partnerships with regional primary and secondary schools with large populations of Latino students to:
 - a. Educate students and foster excitement about science and engineering;
 - b. Encourage and assist students in pursuing primary education opportunities in science and engineering; and
 - c. Create a base of SHPE Junior members in the region in conjunction with the SHPE Foundation program.
- (3) Partner with science- and engineering-based companies in the New England area to:
 - a. Develop, organize and provide leadership training programs for professional and university chapter members in the region;
 - b. Collaborate and implement an engineering- and science-based educational outreach programs in secondary schools in the Greater Boston area; and
 - c. Assist corporate partners in achieving their diversity and inclusion goals by matching them with quality Latino talent from the Chapter membership base.

Article III. Code of Ethics

Section 3.1 SHPE Boston Code of Ethics

SHPE Boston operates by an internal code of ethics based on:

- (1) Integrity, defined as an adherence to moral and ethical principle; and
- (2) Transparency, defined as openness, effective communication and accountability.

These principles are the basis of our Chapter’s policy to treat all Board of Directors (herein referred to as the “Board”), Chapter members, and acquaintances of SHPE Boston with highest-level of respect and courtesy.

Section 3.2 SHPE National Code of Ethics

Members of SHPE shall uphold and advance the integrity, honor and dignity of the organization by:

- (1) Being honest and impartial, and serving with fidelity our organization and community;
- (2) Striving to increase the development of Latinos in STEM academics, and science- and engineering-based professions; and
- (3) Using their knowledge and skills for the advancement of Latinos to achieve educational excellence, economic opportunity and social equity.

To achieve these goals, SHPE members shall:

- (1) Act in a professional manner maintaining integrity and truthfulness and avoiding conflicts of interest;
- (2) Respect and protect the privacy and dignity of others and maintain confidentiality when required;
- (3) Issues statements or present information only in an objective and truthful manner;
- (4) Treat fairly all colleagues and co-members, recognizing their unique contributions and capabilities;
- (5) Present a professional image in dress as well as behavior at all SHPE functions;
- (6) Call attention to unprofessional, unethical or inappropriate behavior and notify the appropriate leadership or authority if such behavior continues or threatens the safety or welfare of the Chapter or organization;
- (7) Accept responsibility for their actions and recognize the contributions of others, and seek critical review of their work and offer objective criticism of the work of others;
- (8) Continue the professional development of those that follow them;
- (9) Be fiscally responsible with SHPE funds by spending within approved budgets and following financial guidelines set by the SHPE Inc. National Board of Directors, Local Region, Local Chapter, etc., as appropriate; and
- (10) Abide by the National Bylaws, policies, procedures and guidelines as established by SHPE.

Article IV. Membership and Privileges

As a subsidiary of SHPE National, SHPE Boston is required to follow the Types and Classes of Membership outlined by SHPE National. In the event that Types and Classes of Membership are changed by SHPE National through its bylaws or policies and procedures, SHPE Boston will adhere to those SHPE National membership classifications.

Section 4.1 Types/Classes of Membership

According to SHPE National, there are several different types of membership (<http://www.shpe.org/index.php/member-types>). The criteria for eligibility of any person or entity to become one of these types of members, in addition to acceptance of his or her application by the Chapter and payment of such dues, is set forth below.

Section 4.2 Regular/Professional Membership

A Regular/Professional member shall be a person who, at a minimum, holds an engineer-in-training certificate or a bachelor's degree in any discipline of engineering, engineering technology, mathematics, physical science or a mathematically-based science field. Six years of experience as an engineer or in a mathematically-based science field or engineering educator may be substituted for the bachelor's degree. Regular/Professional members shall be entitled to cast one vote in Chapter elections of officers and all business that the Board refers to the membership. Regular/Professional members may hold a Board position.

Section 4.3 Associate Membership

An associate member shall be a person who believes in and supports the purpose of the Chapter. Associated members include individuals who do not hold an engineer-in-training certificate or a bachelor's

degree in any discipline of engineering, engineering technology, mathematics, physical science or a mathematically-based science field, or have six years of experience as an engineer or in a mathematically-based science field or engineering educator may be substituted for the bachelor's degree. Associate members also include university students who are enrolled in a full-time undergraduate, graduate curriculum or accredited community college (sometimes referred to as junior colleges, technical colleges, or city colleges, which are primarily two-year public institutions providing higher education and granting certificates, diplomas, and associate's degrees). Associate members who are university students shall either reside or attend school within the Chapter's jurisdiction: Massachusetts, Maine, New Hampshire, Vermont or Rhode Island.

Associate professional members shall be entitled to vote in Chapter elections, and may hold any office with the exception of President or Vice President in the Chapter, unless they meet certain criteria for eligibility in Section 12.7 Candidate Eligibility. Associate members shall be extended all privileges of a Professional member less those exempted above.

Section 4.4 Undergraduate Membership

Undergraduate members shall be students enrolled in an undergraduate curriculum leading to a Bachelor's degree in engineering, engineering technology, mathematics, physical science, applied science, computer science or a mathematically-based science fields. Student members shall either reside or attend school within the Chapter's jurisdiction: Massachusetts, Maine, New Hampshire, Vermont and Rhode Island.

If an Undergraduate member chooses not to be affiliated with a chapter on his/her campus, he/she will be considered to be an "At-Large Member." Members "At-Large" receive the same benefits as those who belong to a chapter—they shall be entitled to nominate, vote, and hold positions on the Board only to the extent expressly set forth in these Bylaws, except as stated in Section 15.4 University Member Voting Rights.

Section 4.5 Graduate Membership

Graduate students have the option to join SHPE either as an Undergraduate member according to Section 4.4 Undergraduate Membership or as a Regular/Professional member according to Section 4.2 Regular/Professional Membership.

Section 4.6 Other Types of Membership

From time to time, SHPE National may classify other forms of membership, including descriptions and fees for membership related thereof. These types of memberships may include, but are not limited to, the following.

Section 4.6.1 Lifetime Regular/Professional Membership

A Lifetime Professional member shall be a person who qualifies as a Regular/Professional member according to Section 4.2 Regular/Professional Membership. Membership dues for Lifetime Regular/Professional members will be waived in perpetuity.

Section 4.6.2 Lifetime Associate Membership

A Lifetime Associate member shall be a person who qualifies as an Associate member according to Section 4.3 Associate Membership. Membership dues for Lifetime Associate members will be waived in perpetuity.

Section 4.6.3 SWE Joint Membership

Joint membership with SWE further promotes an inclusive environment between SHPE and SWE. The goals of this important partnership program are to improve networking opportunities and expand professional development programs for Hispanic women engineers. This is a discounted rate available for those who wish to join both organizations.

Section 4.7 Diversity and Inclusion Policy

SHPE Boston is committed to equal opportunity, diversity and inclusion, and believes it is critical to the organization's success. Although the organization's strategic objectives are targeted at Latino scientists and engineers in the Greater Boston area, SHPE Boston welcomes a membership base and leadership team that includes people from all segments of society; provided the individual meets the necessary criteria for membership and abides by the Chapter bylaws. SHPE Boston also eschews discrimination of any kind based on race, color, religion, sex (including gender identity), national origin, age, disability, sexual orientation or any other prohibited basis.

Section 4.8 No Authority to Act on Behalf on SHPE

Individual members shall not act for the Chapter as a whole unless so authorized by the Board.

Article V. Membership Fees

Section 5.1 Determination of Fees by Board

The amount of annual dues for each membership category shall be determined by SHPE National.

Section 5.2 Dues Payable Annually

Annual dues shall be payable in advance by July 1st for the upcoming SHPE fiscal year. SHPE will not offer prorated dues. New members who join after July 1st must pay the full membership fee for the relevant year.

Members may pay his/her dues in the following manner:

- (1) Directly to SHPE National via the www.shpe.org website;
- (2) Directly to SHPE National via paper form including a check or credit card payment information;
- (3) Directly to the Chapter via paper form including mobile or electronic credit card payment or funds transfer; and
- (4) Any other format accepted by either SHPE National or the Chapter.

Section 5.3 Lifetime One-Time Payment Dues

A one-time payment of Lifetime Dues shall ensure membership in perpetuity.

Section 5.4 Renewal Notices

No later than June 1st of each year the SHPE National office shall notify each member at his/her latest address or email on record via renewal notice for membership, stating the amount of dues for the ensuing fiscal year.

Section 5.5 Late Payment of Dues

Any member whose dues are past due shall be notified by the Chapter. A member whose dues become past due shall lose all privileges extended to fully paid SHPE members until membership dues are paid in full. The Board, for cause deemed by it to be sufficient, may extend the time for payment of dues.

Section 5.6 Relief by Board from Payment of Dues

The Board, for cause deemed by it to be sufficient, may excuse any member from the payment of annual dues, temporarily or permanently.

The Board may also remit the whole or any part of the dues which may be in arrears.

The Board may also remove any name from the list of those permanently excused from the payment of dues.

Article VI. Membership Meetings

Section 6.1 Place of Meeting

Meetings of the professional and student membership shall be held at any place within the regional governing structure designated by the Board of Directors.

Section 6.2 Annual Meeting

The annual meeting of professional and student members shall be held each year, unless the Board of Directors so notifies the members otherwise.

Section 6.3 Special Meetings

Special meetings of professional and student members may be called by the President, Vice President, any other six (6) Board members acting together, or 5% or more of the regular members.

Section 6.4 Notice of Meetings

All notices of meeting of regular members shall be sent by email to each regular member not less than ten (10) or more than ninety (90) days prior to the date of the meeting, or in any other manner permitted by the Chapter. The notice shall specify the place, date and hour of the meeting and the general nature of the business to be discussed and transacted. No other business may be transacted beyond the nature of the business specified in the meeting notice.

Section 6.5 Member Quorum

Ten percent (10%) of the eligible voting membership shall constitute a quorum for the transaction of business at a meeting of the eligible voting members, notwithstanding the election of Chapter Officers. (See Article XII. Election of Officers.) The eligible voting members present at a duly called or duly held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough eligible voting members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the eligible voting members required to constitute a quorum.

- (1) The Board, by majority vote, has the right to summon the entire eligible voting membership to transact business at a duly held meeting of members after completion of such meeting. The Chapter Secretary is responsible for managing the process.
- (2) In the event of a request by the Board to summon the entire eligible voting membership after completion of such meeting, the Chapter Secretary is responsible for distributing the following information to, and collecting information related to the business transacted in such meeting from, the eligible membership:
 - a. Summary of the Notice of Meeting details;
 - b. In depth description of the business being transacted;
 - c. Summary of the issues and point discussed in the meeting of members with respect to the specific business being transacted;
 - d. A vote "for" or "against" the business being transacted from each eligible voting member.

- (3) The Chapter Secretary is responsible for setting the deadline for the eligible membership to vote on any business being transacted, with approval of the Board.
- (4) All business transacted meet the member quorum requirements, pursuant to Section 6.5 Member Quorum.
- (5) The Chapter Secretary has the right to extend the deadline for eligible membership to vote on business being transacted if the requirements for a quorum are not met through the initial communications process.

Section 6.6 Action without a Meeting

Any action that may be taken at any annual or special meeting of regular members may be taken without a meeting and without prior notice upon the Members' execution of a unanimous written consent.

Article VII. Resignation, Expulsion, Suspension or Termination of Membership

Section 7.1 Resignation by Members

Any member, regular or otherwise, may terminate his/her membership at anytime, upon written notification to the Secretary of the Chapter regarding the effective date of resignation.

Section 7.2 Procedure for Expulsion/Suspension/Termination or Other Sanction

Following the determination that a member should be expelled, suspended, terminated or sanctioned, the following procedure shall be implemented:

- (1) A notice shall be sent to the most recent address of the member as shown on the Chapter's records, setting forth the recommended sanction and the reasons therefore. Notice may also be provided by any medium provided that actual receipt of such notice by the member can be confirmed. Such notice shall be sent at least fifteen (15) days before the proposed effective date of the sanction.
- (2) The member being sanctioned shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not fewer than five (5) days before the effective date of the proposed sanction. The hearing will be held by a special member committee composed of one or more persons appointed by the Chapter President.
- (3) If the Chapter President is the subject of the sanction, then the Chapter Vice President or the next highest ranking Officer, pursuant to Section 9.2 List of Officer Positions, will appoint one or more persons to the committee. The notice to the member of his or her proposed sanction shall state the date, time and place of the hearing on his or her proposed sanction.
- (4) Following the hearing, the expulsion committee shall decide whether or not the member should in fact be expelled, suspended, or sanctioned in some other way. The decision of the committee shall be final.

Section 7.3 Duration of Expulsion/Suspension/Termination or Other Sanction

Any member, regular or otherwise, whose membership has been revoked pursuant to Section 7.2 Procedure for Expulsion/Suspension/Termination or Other Sanction, is disqualified from becoming a member of the SHPE Boston Chapter indefinitely, unless the presiding Board of Directors decides by a majority vote to withdraw the disqualification.

Article VIII. Member Liability

Section 8.1 Member Liability

No member of the Chapter shall be, by mere virtue of their membership, personally liable for the debts, liabilities or obligations of SHPE Boston.

Article IX. Officers and Appointed Board Positions

Section 9.1 Board Composition and Responsibilities

The Board shall consist of elected Officers and appointed Board members. The affairs of the Chapter are the responsibility of the Board. The Board operates and makes decisions based upon the democratic principles of majority rule and is presided over by the President. The Board shall also set and establish policy for the Chapter. The administration of Board policy and the management of day-to-day affairs of the Chapter are delegated to the Officers specified herein.

Section 9.2 List of Officer Positions

The Chapter's Officers shall consist of a President, a Vice President, a Secretary and a Treasurer, in order of highest to lowest rank.

- (1) **President.** The President shall serve as chairperson of the Board, preside over all meetings of the Board, shall represent and be the official spokesperson for the Chapter, and shall have such other powers and duties as prescribed by the Board. The President shall be responsible for all business concerning the Chapter, and functions and activities under the direction of the Chapter, subject to the approval of the Board, but shall have primary responsibility for managing the "external" functions of the Chapter that directly impact or affect paying professional and student members, including, but not limited to, the organization of events and activities, and the beneficiaries of the SHPE Boston educational outreach programs. (See Section 10.2 Types of Committees.) The President may create or dissolve ad hoc committees, subject to the approval of the majority of the Board. In addition, the President may appoint any qualified member or person to fill a vacated Board position, subject to the approval of the majority of the Board of Directors. As Board chairperson, the President shall not participate in voting unless there is a deadlock on the Board, in which case he/she shall have one (1) vote in order to break the deadlock.
- (2) **Vice President.** The Vice President shall assist the President in all business concerning the Chapter and shall act as President in the latter's absence or in the event that the President is unable to complete the term. He/she shall have such other powers and perform such other duties as may be prescribed by the Board or these Bylaws, but shall have primary responsibility for managing the "internal" and non-member functions of the Chapter, including, but not limited to, corporate and affiliate partnerships, fundraising and sponsorship, IT infrastructure, including the website and online social networking programs, and marketing/public relations. (See Section 10.2 Types of Committees.) He/she shall have one (1) vote on the Board.
- (3) **Secretary.** The Secretary is responsible for keeping a record of all proceedings, and making proper entries in the book of record for the Chapter, and serving all notices required by law or the Bylaws of the Chapter. He/she shall have such other powers and perform such other duties as may be prescribed by the Board or these Bylaws. He/she shall have one (1) vote on the Board. The Secretary shall act as interim President in the absence of the President and Vice President.
- (4) **Treasurer.** The National Treasurer shall act as the chief financial officer of the Chapter and shall monitor the collection of dues and sponsorship moneys, the disbursement of authorized funds, and

the banking and accounting of all Chapter funds. The Treasurer shall provide semiannual financial reports listing all revenues, operating expenses, and extraordinary items, and liabilities and assets of the Chapter to the Board of Directors. He/she shall have such other powers and perform such other duties as may be prescribed by the Board or these Bylaws. He/she shall have one (1) vote on the Board. In addition, the Treasurer shall be responsible for filing all financial reports required by the State of Massachusetts and the Federal Government. The Treasurer must co-sign all disbursements above \$400 with the President or Vice President.

Section 9.3 Appointed Board Positions

Any Board member may suggest new positions for the Board, subject to Board approval, and may recommend new Board members to fill those new positions; provided those positions help the Chapter achieve its goals and strategic objectives, and the individual appointed to fill the positions are qualified to perform the duties of the position.

- (1) New board members who have been recommended and approved to join the Board are required to sign-up for SHPE Boston membership, if they have not done so already.
- (2) All members who are a part of the Board are required to sign-up for and maintain their SHPE Boston membership in good standing as long as they serve on the Board.

Section 9.4 Term of Officer and Board Positions

The terms of Officer and appointed Board member position are as follows:

- (1) Officer positions shall be held for a period of two (2) years, and are renewable for up to two (2) terms or a maximum of four (4) years, according to the election guidelines established in Article XII. Election of Officers.
- (2) Term limits for each Officer position may be extended, from time to time, pursuant to a majority "member" vote for each Board position.
- (3) Non-Officer Board positions shall be held for a period of one (1) year, and renewable on an annual basis for up to six (6) terms or a maximum of six (6) years.
- (4) Terms limits for each Board position may be extended, from time to time, pursuant to a majority "Board" vote for each Board position.

Article X. Board Committees

Section 10.1 Establishing Board Committees

The Board may, by adoption of a resolution according to the guidelines in these By-laws, create any number of committees to accomplish the goals and strategic objectives of the Chapter. Any Board member can nominate any SHPE Boston member to chair such a committee, and that nominee can be appointed by simple majority approval from the Board.

Section 10.2 Types of Committees

There are two types of committees: Standing Committees and Ad-Hoc Committees.

- (1) **Standing Committees.** A Standing Committee is any committee listed in Section 10.5 Overview of Committees, and shall have a specific agenda and strategic objectives as defined in a committee plan. External Standing Committees are defined as committees that directly impact or affect paying

professional and student members, including the organization of events and activities, and the beneficiaries of the SHPE Boston educational outreach programs. Internal Standing Committees are defined as committees that oversee the non-membership related operations of the organization, including corporate and affiliate partnerships, fundraising and sponsorship, IT infrastructure, including the website and online social networking programs, and marketing/public relations.

- (2) **Ad-Hoc Committees.** Any committee that is not a standing committee is an ad-hoc committee. The goal of any Ad-Hoc Committee is to address specific issues, perform specific task or complete projects that can be completed over a defined period. All Ad-Hoc Committees will be dissolved after the completion of the task or project or achievement of the objective. The agenda and strategic objective for an ad-hoc committee can be defined by anyone on the Board, communicated through a committee plan and approved by simple majority.

Section 10.2 Committee Plan and Objectives

The Board is responsible for establishing a committee plan and strategic objectives for each of the committees, as well as defining the roles and responsibilities of each of the positions on the committee.

Section 10.3 Changes in Committee Plan and Objectives

The Board has the power to revise the goals and strategic objectives of a particular standing committee, as well as the roles and responsibilities of each position on the committee, by revising the committee plan.

Section 10.4 Vacancies in Committee Chair Positions

The President shall have the power to appoint a temporary chair to a vacated committee chair position with approval from the Board until the Board can take action to find and approve of a full-time replacement.

Section 10.5 Overview of Committees

Section 10.5.1 “External” Standing Committees:

- (1) **Professional Development Committee.** The Professional Development Committee is responsible for scheduling, organizing and facilitating events and activities targeted at developing leadership skills, as defined in Section 2.2 Strategic Objectives of the Organization.
- (2) **University Relations Committee.** The University Relations Committee is responsible for managing all the chapter’s efforts with respect to working with SHPE University Chapter Student Members in accordance with Section 15.3 Relationship between SHPE Boston and Regional University Chapters.
- (3) **Educational Outreach Committee.** The Educational Outreach Committee is responsible for managing the chapter’s educational and community outreach efforts. The singular goal of the committee is to encourage primary and secondary school students to pursue tertiary school education (including undergraduate and postgraduate education, and vocational education and training) in STEM fields and careers in science and engineering.
- (4) **Membership Committee.** The Membership Committee is responsible for managing all member relationships, including existing members, previous members, new member and potential member relationships.

Section 10.5.2 “Internal” Standing Committees

- (1) **Partnership Committee.** The Partnership Committee is responsible for working with local, regional and national corporations (called “Corporate Partners”), as well as other Latino-based or

engineering-based professional organizations (called “Affiliates”) in the region to further the objectives of the Chapter.

- (2) **IT Committee.** The IT Committee is responsible for managing all the hardware, software, online services and other information infrastructure needed to support the activities of the Chapter, including resources and budget.
- (3) **Marketing Committee.** The Marketing Committee is responsible for marketing, promoting and raising awareness of SHPE Boston within the Chapter’s jurisdiction, and organizing activities with local companies that employ large populations of Latino engineers and scientists to educate them about the benefits of becoming SHPE Boston members.

Section 10.5.3 Ad-Hoc Committees

- (1) **Election Committee.** The Election Committee shall be responsible for conducting annual board elections, according to the stipulations of Article XII. Election of Officers.
- (2) **Executive Committee.** The Executive Committee shall be responsible for improving the management of Chapter affairs and furthering the purposes of an organization, pursuant to Section 10.6 Executive Committee.

Section 10.6 Executive Committee

From time to time, it may be in the best interest of the Chapter to operate in an Executive Committee format. An Executive Committee is an Ad-Hoc Committee of the Board (meaning it is created to address specific issues that can be completed over a defined period) which collectively has the executive powers assigned to the President and Vice President of the Chapter, whose responsibilities are outlined in Article IX. Officers and Appointed Board Positions. The overall goal of the Executive Committee is to improve management Chapter affairs and further the purposes of an organization.

The Board may choose to operate as an Executive Committee, rather than operate as a Board managed by the ranking Officers.

If the Chapter adopts an Executive Committee operating structure, the Executive Committee shall consist of no less than two (2) and no more than four (4) current Officers and/or Board members.

Section 10.6.1 Criteria for Establishing an Executive Committee

- (1) An Executive Committee may be established only if the Chapter membership base is less than fifty (50) people, and an active member base is less than thirty (30) people other than active Officers and Board members. Active members are defined as members that attend at least three (3) SHPE Boston sponsored events per year.
- (2) Any two (2) Board members have the right to call a Special Meeting to discuss moving to an Executive Committee operating structure, according to the powers assigned by the Bylaws in Article XI. Board Responsibilities, Powers, Policies and Meetings.
- (3) At the conclusion of the Special Meeting to discuss moving to an Executive Committee operating structure, every Board member must vote either to adopt or not to adopt the new operating structure. Any resolution to operate as an Executive Committee must be passed by a two-thirds majority vote.
- (4) Once a Board vote has been passed to move to an Executive Committee operating structure, the Board must determine the number of seats serving on the Executive Committee by simple majority vote, according to Section 10.6.1 Criteria for Establishing an Executive Committee.

Section 10.6.2 Process for Choosing Executive Committee Members

Once the Board votes to move to an Executive Committee operating structure, each Officer and Board member must name three (3) people from the existing board to serve on the Executive Committee, regardless of the number of seats on the Executive Committee. The Board members who receive the most votes shall be named members of the Executive Committee.

If there is a tie between two Board members for the last seat on the Executive Committee, the Board can choose to hold multiple rounds of voting until that seat on the Executive Committee is determined or they can choose not to fill the extra seat; provided that there are at least two (2) seats filled on the Executive Committee.

Section 10.6.3 Replacement of Executive Committee Members

Any member of the Executive Committee is entitled to resign their position; provided they submit their written notice of resignation to Secretary or Board. Once a position in the Executive Committee has been vacated, it is the decision of the Board to vote whether they would like to replace that person who vacated the position on the Executive Committee with another person on the Board or whether they prefer to leave the position vacant.

Section 10.6.4 Executive Board Deadlock

Should the Executive Board ever come to a deadlock on deciding what is in the best interest of or the best direction for the Chapter, the issue is then subject to a Board vote, based on the stipulations in the Chapter Bylaws. The Board will then have the responsibility to vote on the issue to determine the direction of the organization.

Section 10.6.5 Dissolution of the Executive Board

The Executive Board may be dissolved at any time by initiating an election process for Officers of the Board, as specified in Section 12.1 Establishing an Election Process.

Section 10.7 Advisory Committee

The Advisory Committee is a collection of individuals who bring unique knowledge and skills which complement the knowledge and skills of the formal board members in order to more effectively govern the organization. The Advisory Committee does not have formal authority to govern the organization—the Advisory Committee cannot issue directives which must be followed. However, the advisory group serves to make recommendations and/or provide key information and materials to the formal board of directors.

Each Advisory Committee members shall be responsible for the following activities:

- (1) They shall meeting 3-4 times a year to review the business of the chapter.
- (2) They can schedule meetings with the board and request information from any board committee to provide SHPE Boston a review.
- (3) They shall be available for meeting with individuals on the board or the entire board to help review relevant issues and provide suggestions.

The primary purpose of the Advisory Committee is to provide management oversight to the SHPE Boston organization, as well as to the executive team. In addition, the Advisory Committee has the power to recommend/recruit new board members or recommend the removal of certain board members.

- (1) **Advisory Committee Eligibility.** The Advisory Board shall consist of professionals who have management experience in running and participating in non-profit professional organizations,

Latino professional organizations or have senior management experience in engineering- and science-based companies.

- (2) **Appointment to the Advisory Committee.** The Board of Directors by majority vote can appoint any person to sit on the Advisory Committee; provided such person is qualified and has the expertise to support the Chapter in reaching its goals.
- (3) **Number of Advisory Committee Members.** The Advisory Committee shall consist of a minimum of three (3) members, and not more than ten (10) members, unless the presiding Board decides by majority vote to change the minimum or maximum number of Advisory Committee members.
- (4) **Term of Advisory Committee Members.** Each Advisory Committee members shall serve for a period of one year, and can serve multiple terms as a member of the committee.

Article XI. Board Responsibilities, Powers, Policies and Meetings

Section 11.1 General Responsibilities of the Board

The Board is responsible for managing the day-to-day business of the Chapter, subject to the restrictions imposed by law, by these Bylaws or the policies and procedures of the Chapter.

Section 11.2 Specific Powers of the Board

The Board of Directors shall have the following powers:

- (1) To enforce the Chapter Bylaws, rules and regulations, and policies and procedures, and to make necessary changes to these documents in writing, as necessary;
- (2) To establish committees and appoint committee members in accordance with these Bylaws and to define the committee plans, goals and strategic objective, roles and responsibilities, and powers and duties of those committees; and
- (3) To select and designate banks or trust companies as office depositories for funds, and to prescribe and order the manner in which deposits or withdrawals are made.

Section 11.3 Board Compensation

No Board members shall receive any salary for their involvement with the Chapter. Nothing contained herein shall be construed to allow any Board member serving the Chapter to receive or be entitled to receive compensation in any capacity.

- (1) Board members are entitled to submit expenses to the Treasurer for reimbursement; provided those expenses have been approved by the President, Vice President or the Treasurer, according to the Chapter's disbursement policy, and that those expenses were incurred pursuing the goals and objectives of the organization.

Section 11.4 Regular Meetings of the Board

Regular meetings of the Board shall be held at such dates, times and location as shall from time to time be fixed by the Board; provided, however, that the Board shall meet at least six (6) times during the fiscal year. Regular meetings fixed by the Board on a certain day of the week at a certain time may be held without notice.

Section 11.5 Special Meetings

- (1) **Authority to Call.** Special meetings of the Board for any purpose may be called at any time by the President, Vice President or any two Board members.
- (2) **Notice of Special Meetings of the Board.** Special meetings of the Board can be held upon four (4) day's notice. The notice shall state the time and place for the meeting. Such notice, however, need not specify the purpose of the meeting.

Section 11.6 Participation in Board Meetings without Being Physically Present

Board members may participate in any meeting of the Board through common communications equipment and technology. Board members who participate in such a manner shall be deemed to be "present" in person at any such meeting if all of the following apply:

- (1) Each Board member participating in the meeting can communicate with all of the other Board members in the meeting concurrently; and
- (2) Each Board member has the ability to participate in all matters discussed before the Board, including the capacity to propose or interpose an objection to a specific action to be taken by the Chapter.

Section 11.7 Board Quorum

One more than half of the Board members (including the Officers, Committee Chairs and other appointed board members) present at a Board meeting shall constitute a quorum for the transaction of business. Any act or decision approved by a majority of the Board at a duly held meeting at which a quorum is present shall be regarded as an authorized resolution of the Board. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Board members, if any action taken is approved by at least a majority of the required quorum for that meeting.

- (1) The Board, by majority vote, has the right to summon the entire Board to revisit business discussed at a duly held Board Meeting after completion of such meeting by issuing and obtaining information relevant to resolving the outstanding issue. The Chapter Secretary is responsible for this process.
- (2) In the event of the need to revisit business discussed at such a Board Meeting, the Chapter Secretary is responsible for collecting and distributing information relevant to the business transacted in such meeting to and from all Board Members, including, but not limited to:
 - a. Summary of the Notice of Meeting details;
 - b. In depth description of the business being transacted;
 - c. Summary of the issues and points discussed in the meeting of members of the Board with respect to the specific business being transacted; and
 - d. A vote "for" or "against" the business being transacted from each eligible voting member responding.
- (3) The Chapter Secretary is responsible for setting the deadline for Board Members to respond to the business being transacted, with approval of the Board.
- (4) The resolution of business after the completion of a duly held Board meeting must meet the Board Quorum requirements, pursuant to Section 11.7 Board Quorum.
- (5) The Chapter Secretary also has the right to extend the deadline for eligible Board membership to vote on business being transacted if the requirements for a quorum are not met through the initial communications.

Section 11.8 Waiver of Notice

The transactions of any meeting of the Board, however called and noticed, or wherever held, shall be valid if it meets the following criteria:

- (1) A quorum is present; and
- (2) Either before or after the meeting, each of the Board members not present consents (i.e., the Waiver of Notice) to the meeting being held and the approval of the minutes.

The waiver or notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Board member who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

Section 11.9 Adjournment

A majority of the Board members present, whether or not constituting a quorum, may adjourn any meeting to another time and place. 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 Board members who were not present at the time of the adjournment.

Section 11.10 Action without a Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board, individually or collectively, consent to that action. Such action shall have the same force and effect as a unanimous vote of the Board.

Section 11.11 Duties and Liabilities of the Board of Directors

The duties and liabilities of members of the Board are as follows:

- (1) Each Board member shall perform his/her duties, including his/her duties as an Officer or as member of a Board committee, in good faith and in a manner that such Board member believes is in the best interest of the Chapter, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.
- (2) In performing the duties of a Board member, he/she shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:
 - a. One or more officers or members of the Chapter whom the Board member believes to be reliable and competent in the matters presented;
 - b. Counsel, independent accountants, or other persons as to matters which the Board member believes to be within such person's professional or expert competence; or
 - c. A committee of the Board upon which the Board member does not serve, as to matters within its designated authority, which committee the Board member believes to merit confidence, so long as, in any such case, the Board member acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.
- (3) Any member who performs his/her duties as a Board member shall have no liability based upon any alleged failure to discharge the person's obligations as a Board member. However, if a board member fails to discharge their obligations they can be liable under their fiduciary duty of care. Under these circumstances, the Board has a right to pursue legal action.

- (4) Each Board member must be a member of SHPE Boston in good standing for the duration of their term.

Article XII. Election of Officers

Section 12.1 Establishing an Election Process

At the beginning of each Fiscal Year, it is the responsibility of the Board to determine whether it is in the “best interest” of the organization to transition to an election process for Officers of the Board. Based on the democratic principles of group majority, each member of the Board shall have one (1) vote regarding whether the organization shall continue under the guidance of an Executive Committee or whether the organization shall pursue a policy of electing Board Officers. (See Section 10.6 Executive Committee.) This decision should be based on the strength of the Chapter membership, and the ability of the Chapter to hold events and effectively communicate with its membership. Once the Board decides to switch to Officer Elections, each member of the Chapter is entitled to vote for Officers, according to Article IV. Membership and Privileges.

Section 12.2 Election Committee Guidelines

The election of the Chapter Officers shall be organized and directed by the Elections Committee.

- (1) The actions of the Committee must be impartial and fair to all candidates.
- (2) The committee will prepare the ballots to be distributed to all eligible professional members, and eligible undergraduate student and graduate student members to vote for the President, Vice-President, Secretary and Treasurer.
- (3) Elections shall be held between the dates of April 15th, and June 15th.
- (4) The Elections Committee shall notify the membership in a timely manner of the open offices and solicit nominations of candidates, as prescribed below.
- (5) Nominations will be open no less than thirty (30) days before Election Day, and will close no less than seven (7) days before Election Day.
- (6) The Election Committee will prepare ballots to be distributed to all eligible professional and student members to vote for the Chapter Officers.
- (7) The Election Committee has the right to consult with the Board to discuss or resolve any issues, or determine new courses of action, relating to the election process that are not contained herein.

Section 12.3 Voting for Officers

The President, Vice-President, Secretary and Treasurer shall be elected by a vote of eligible Chapter members. Each eligible Chapter member shall have one (1) vote per office.

Section 12.4 Term of Office, Voting Schedule and Vacancies

- (1) Officer positions, including President, Vice President, Treasurer and Secretary, shall be held for a period of two (2) years, according to the stipulation in Section 9.4 Term of Officer and Board Positions.

- (2) All other positions of the Board, including appointed directors and committee chairs, shall be held for a period of one (1) year, and renewable on an annual basis indefinitely depending on the needs and direction of the Chapter, according to Section 9.4 Term of Officer and Board Positions.
- (3) The offices of President and Secretary shall be filled in odd numbered years.
- (4) The offices of Vice President and Treasurer shall be filled during even numbered years.
- (5) Any vacated position with more than one (1) year of unexpired term shall be filled for the remainder of the term at the intervening election; provided the time for nominations for such election has not yet closed.

Section 12.5 Timing of the Election Process and Assumption of Office

Newly elected Officers will assume their official capacities on the first day of July. The election process can begin as early as January and as late as May. All ballot counting and announcement of newly voted Officers shall be completed by June 15th.

Section 12.6 Candidate Nomination

Any member can nominate his/herself with a petition of five (5) signatures from regular members. Any regular member may nominate any other member as a candidate with a petition of five (5) signatures from regular members.

The name of the candidates and the five (5) requisite signatures must be submitted to the Election Committee before the established nomination deadline.

Section 12.7 Candidate Eligibility

Members who have been nominated as a candidate for Officer must meet the following candidate eligibility criteria:

- (1) **Voter Eligibility.** Regular and Associate members may participate in the election process if their membership dues are paid as of April first (1st) of the election year.
- (2) **Board Evaluation of Candidates.** The Board of Directors has the right to approve or disapprove of any candidate nominated for any Officer position to ensure that the candidate has the right skills, experience and familiarity with the organization to maintain or improve the stability of the organization and the quality of its leadership. The Board evaluation process may include a review of the candidates' resumes or curriculum vitae, in-person interviews, references from colleagues, associates or personal friends, or any other such legal screening process that ensures that the candidate is qualified to perform the duties of the position.
- (3) **Nominations for More Than One Office.** A candidate shall not run for more than one concurrent office. If nominated to more than one office, the candidate must decide which position he/she wants to run for. In addition, an individual shall not hold more than one elected position within SHPE Boston concurrently. If elected to two different offices, a candidate must decide which office he/she will take. If a position on the Board is vacated due to a member being elected to two positions, the second position will be filled by the runner-up candidate.
- (4) **Eligibility of Candidates for President.** Candidates for the position of Chapter President must have already served a minimum of two years on the Board of Directors, unless this criterion is waived by the Board of Directors in the candidate's evaluation process.

- (5) **Eligibility of Candidates for Vice President, Secretary and Treasurer.** A Regular or Associate member is eligible to hold office if his/her candidacy is approved by the Board evaluation process.

Section 12.8 Officer Election Process

The Election Committee will prepare ballots to be distributed to all eligible Chapter members to vote for the Chapter Officers, pursuant to Section 12.2 Election Committee Guidelines. The ballots shall be collected and counted by the Elections Committee. Candidates receiving the highest number of votes per office shall be declared the winners; provided, however, that the number of votes cast by ballot must equal or exceed 10% of the voting membership and provided that the number of votes cast for the successful candidate must exceed 5% of the eligible voting membership. If these conditions are not met, the election will be null and void, and it will be the responsibility of the Election Committee to issue a revote.

- (1) The Election Committee may also summon the entire eligible voting membership to vote using the electronic communications process employed by the Chapter Secretary, pursuant to Section 6.5 Member Quorum and Section 11.7 Board Quorum.

Section 12.9 Notice of Election Results

Election results will be presented to the Board in a private meeting prior to being released to the membership. The results of annual elections will be distributed to the Chapter membership by email or some other form of communications, or shall be posted on the Chapter website and/or social networking sites, such as Facebook.

Article XIII. Removal of Board Members and Officers

Section 13.1 Removal of Board Members

The Board may sanction any Board member who has breached his/her duties as outlined in the Bylaws. The Board may also declare vacant the position of any Board member who fails or ceases to execute the roles and responsibilities of their position.

Any Board member who does not attend three (3) regular board meetings, in their term, shall be terminated from the Board unless said absences are excused by the Board.

Section 13.2 Recall of an Officer

An Officer can be removed from office by a recall election.

- (1) An Officer can be nominated for recall by submitting a petition to the Secretary and a copy separately to any of the other Officers on the Board. The petition must be signed by a minimum of 100 regular members or fifty-one percent (51%) of the regular membership, whichever is less.
- (2) The Board must appoint an Ad Hoc Recall Election Committee as soon as possible or no later than the next scheduled Board meeting after the petition is received by the officers to investigate the recall petition and hear the Officer Rebuttal, according to Section 13.3 Officer Rebuttal.
- (3) The committee shall validate the petition signatures, and upon validation, a recall election will be organized and conducted within sixty (60) days of the committee's formation, according to Section 13.4 Officer Recall Election.
- (4) A majority of the votes of eligible voting members is necessary to recall any Board member.

Section 13.3 Officer Rebuttal

The subject of the recall shall be given the same sixty (60) days as the petitioners to prepare a rebuttal and/or explain his/her reasons for non-performance. Failure to submit a statement shall not impede the recall process. It shall be noted that there is no defense for membership termination and the Officer must step down until his/her position is reinstated.

Section 13.4 Officer Recall Election

The Ad Hoc Recall Election Committee will conduct a recall election in the following manner.

- (1) An election packet consisting of a secret ballot, a copy of the recall petition, and a copy of the Officer's rebuttal (if any) shall be prepared and sent to all Chapter members, through an electronic process or other communications medium, who have paid their dues prior to the start of the Removal From Office procedure. The packet shall be distributed within one (1) week of the end of the sixty (60) day period.
- (2) The members shall be given ten (10) working days to reply to the secret ballot of the Ad Hoc Recall Election Committee. The Ad Hoc Recall Election Committee shall count the ballots within three (3) days after the deadline for the secret ballot, and announce the results to the Board. A simple majority of ballots received is necessary to affect the recall. Blank or late ballots are not counted.
- (3) The results of the recall vote will be announced to the general membership in the next meeting notice, and communicated through a Chapter press release distributed through the Chapter website and normal distribution channels.

Section 13.5 Officer Removal

The Officer Removal process shall be conducted as follows:

- (1) Any Officer who has been recalled by the membership is disqualified from running for, or holding any other Board positions indefinitely, unless the presiding Board of Directors decides by majority vote to withdraw the disqualification.
- (2) Any Officer whose membership is revoked or terminated by the Board pursuant to Article VII. Resignation, Expulsion, Suspension or Termination of Membership is automatically vacated from the Chapter Office and from the Board, and must surrender all materials belonging to the Chapter.
- (3) Upon termination, the Recalled Officer shall immediately cease to act as representative of the Chapter. Should the Chapter President be recalled, the Vice-President shall assume the office of President for the remainder of the term.

Section 13.6 Vacancies

The resulting vacancy of any Recall Election shall be filled at the discretion of the Board for the remaining portion of the term.

Article XIV. Jurisdiction

Section 14.1 Geographic Boundaries

The Chapter shall exercise its jurisdiction over the area including within the geographic boundaries of the following areas: Massachusetts, Maine, New Hampshire, Vermont, Rhode Island and Eastern Connecticut.

Section 14.2 Location of Offices

The principle office of the Chapter shall be established by the Board and maintained in the Greater Boston Area within the Commonwealth of Massachusetts.

Section 14.3 Jurisdiction Changes

The Chapter's jurisdiction may be reduced in geographic size if new chapters evolve within the Chapter's current jurisdiction and are officially approved and recognized by SHPE National. In this case, those areas thereof that can be best served by the new chapter as determined by its members shall be subject to jurisdiction transfer to the new chapter.

Article XV. University Chapters

Section 15.1 University Chapters

University chapters of SHPE in the region may be established at universities, colleges, community colleges and technical schools providing a formal curriculum leading to a degree in engineering, science, mathematics, computer science or architecture.

Section 15.2 Establishing University Chapter

A university chapter application shall state the chapter's purpose and goals, list the officers and members, and contain the signature of the President, and the Secretary or Treasurer of the chapter. University chapters shall be organized according to the "New SHPE Student Chapter Kit" on the SHPE National website (<http://www.shpe.org/index.php/new-chapters>) entitled "Establishing and Re-Establishing a SHPE Student Chapter," The Society of Hispanic Professional Engineers, Inc., August 2008.

Section 15.3 Relationship between SHPE Boston and Regional University Chapters

Although SHPE Boston and University Chapters in the region operate independently in accordance with SHPE National policy, SHPE Boston is committed to supporting University Chapters in the region by organizing events and activities targeted at University Student Members, and providing them with opportunities to participate in SHPE Boston events and activities, and network with science and engineering professionals. (See Section 10.5 Overview of Committees.)

Section 15.4 University Member Voting Rights

A student member or an associate student member who becomes a member of a SHPE university chapter is only entitled to the rights within the university chapter according to that university chapter's bylaws.

A student member or associate student member who is a member of a university chapter is not afforded any nominating or voting rights within the professional Chapter, nor are they able to hold any Chapter Board positions, unless it is otherwise specified by the Board.

A student member or associate member who is not a member of a university chapter and chooses to sign up for membership with the professional Chapter is entitled to nominating and voting rights within the Chapter, but is not eligible to hold and Chapter Board positions, unless it is otherwise specified by the Board.

Article XVI. Fiscal Year

Section 16.1 Duration of the Fiscal Year

The Fiscal Year of the Chapter shall begin on July 1 of the current year and end of June 30 of the subsequent year.

Article XVII. Assets

Section 17.1 Assets

In the event the Chapter is dissolved, SHPE Boston will grant its assets to SHPE National immediately prior to its dissolution.

Article XVIII. Donations

Section 18.1 Chapter Donations

The Chapter may accept gifts, legacies, donations and/or other contributions in any form, from corporations and other organizations, upon the terms and conditions as may be determined by the Board.

Article XIX. Amendments to the Bylaws

Section 19.1 Procedure for Amending Bylaws

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

- (1) The proposed amendment, including a brief description of proposed changes, shall be submitted in writing to the Board for initial approval at a Board meeting.
- (2) A presidential appointee shall be responsible for drafting amendments to the Bylaws, and vetting these changes with available legal counsel or other professionals knowledgeable about the bylaws revision process.
- (3) The revised Bylaws including fully drafted and proposed amendments shall be submitted to the Board in writing for revision and final approval.
- (4) Subsequent to the Board's approval, Professional and Associate Professional member, and Student and Associate Student member shall vote on the acceptance of the amended Bylaws within sixty (60) days from the amendment's approval by the Board. Ballots or votes received from members to approve the new Bylaws within three weeks from the date of distribution shall constitute valid votes.
 - a. A voting process is required to ratify the proposed amendment to the Bylaws, pursuant to the process and procedures of Article VI. Membership Meetings of these Bylaws.
- (5) A favorable vote of two-thirds of the responding voting membership shall be required to ratify the proposed amendment.
- (6) The general membership shall be notified of the results within two weeks of the voting deadline.

Section 19.2 SHPE National Approval

After Chapter approval, proposed amendment shall be submitted to SHPE National for approval.

Section 19.3 Date of Effect

All amendments to these bylaws shall become effective immediately after SHPE National approval.

Article XX. Ratification of Bylaws

Section 20.1 Chapter Approval

Chapter approval of the Bylaws shall consist of two-thirds (2/3) majority vote of Professional and Associate Professional members, and Student and Associate Student members not affiliated with any local university chapter, present at any General or Special Meeting at which the Bylaws are voted upon or participating in any communications involving approval of the Bylaws.

Section 20.2 SHPE National Acceptance

Acceptance of the SHPE National Board of Directors is necessary for the final ratification and enactment of the Bylaws.