

## By-Laws

### THE SOCIETY OF HISPANIC PROFESSIONAL ENGINEERS

#### HOUSTON CHAPTER

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### BY-LAWS

#### ARTICLE I - NAME AND OBJECTIVE

Section 1. Name of the Corporation:

THE SOCIETY OF HISPANIC PROFESSIONAL ENGINEERS, INC./

HOUSTON CHAPTER

Section 2. The objectives of the corporation shall be those set forth in its Articles of Incorporation.

## **ARTICLES II - OFFICES**

Section 1. The principal office of the Chapter for the transaction of the business of the Chapter shall be fixed and located at such place within or without the City of Houston as the Board of Directors (herein called the "Board") shall determine.

The Board is granted full power and authority to change such principal office from one location to another. In the absence of any designated location by The Board, the offices of the Chapter shall be located at the office of the Secretary.

## **ARTICLE III - MEMBERS**

Section 1. The Chapter shall have five classes of members, to wit

- a. Regular Members
- b. Associate Members
- c. Institutional Members
- d. Student Members
- e. Honorary Members

Section 2 Regular members shall be persons who hold a Bachelor of Science degree in engineering or science. Six years or more of related experience in engineering or science may be substituted for the Bachelor of Science degree.

Section 3. Associate members shall be persons who believe and support the objectives and goals of SHPE and who do not qualify for regular membership.

Section 4. Institutional members shall be those organizations, corporations and institutions that support SHPE's goals and objectives.

Section 5. Student members shall be students enrolled in a curriculum leading to a degree in engineering.

Section 6. Honorary members shall be individuals who have been awarded honorary membership by the Corporation's Board of Directors subject to the following qualifications:

- a. They shall be Hispanic persons who have accomplished an outstanding achievement in their engineering profession.
- b. Persons who have participated beyond requirement for the advancement of Hispanic persons in the field of engineering.

Any member can nominate to the Board of Directors, a candidate/s to be considered as a Honorary Member. Approval of the candidate will require a unanimous decision by the Board of Directors.

Section 7. Membership of any class shall be granted upon receipt of an application and the annual dues, except the Honorary Members.

Section 8. Dues shall be set annually for each class of membership by the National Society of Hispanic Professional Engineers, Incorporated.

Section 9. Only Regular Members who have paid their dues shall be entitled to vote at the General Membership meetings.

Section 10. The Board of Directors may suspend or expel any member who becomes ineligible by reason of the default of the payment of dues, or for just cause.

Section 11. Any member may resign by filing a written resignation with the Secretary.

Section 12. Upon written request signed by a former member and filed with the Secretary, the Board of Directors may reinstate such former members upon the payment of the appropriate dues.

Section 13. Membership in the Chapter is neither transferable nor assignable.

#### **ARTICLE IV - BOARD OF DIRECTORS AND OFFICERS**

Section 1. The Chapter is governed by a 9-member Board of Directors. The past President, if not elected to the Board, shall also be an ex-officio member. The Board members are elected for one year.

The past President will vote only if there is a tie after the Board of Directors has voted.

Section 2. The Board elects the officers among the elected members of the Board in a meeting called by the past President to be held within two weeks of the general membership election meeting.

The Officers consist of President, Vice-President, Secretary and Treasurer.

Section 3. Meetings of the Board of Directors shall be held monthly at such times and locations as determined by the President.

A minimum of five members of the Board of Directors shall be present to constitute a quorum at any meeting.

Section 4. President Subject to the control of the Board, the President shall be the chief executive officer of the Corporation/Chapter and shall have general supervision, direction and control over the affairs and property of the Corporation and over its several officers, and shall have such other

powers and perform such other duties, as may be delegated by the Board from time to time. In the absence of the President, the Vice President shall perform the duties of the President.

Section 5. Secretary The Secretary shall be the custodian of the seal of the corporation and of the books and records and files thereof, and shall affix the seal of the Corporation to all papers and instruments requiring the same. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a minute book of all meetings of the Board and its committees. The Secretary shall also keep, or cause to be kept, at the principal office in the State of Texas, the original or a copy of the Articles of Incorporation and Bylaws of the Corporation, as amended to date. The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by these Bylaws or by law to be given, and shall have such other powers and perform such other duties as may be delegated by the Board.

Section 6. Treasurer The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation, including, without limitation, accounts of its assets, liabilities, receipts and disbursements, and shall send or cause to be sent to the Directors of the Corporation such financial statements and reports as are by law or these Bylaws required to be sent to them. The Treasurer shall deposit, or cause to be deposited, all monies and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board; shall render to the President or the Directors, whenever requested, an account of all transactions and of the financial condition of the Corporation; and shall have such other powers and perform such other duties as may be delegated by the Board.

Section 7. The remaining five Board Directors shall coordinate one or more committees.

1. Coordinator of the Student Affair Committee
2. Coordinator of the Membership Committee
3. Coordinator of Social and Nominations Committee
4. Coordinator of Special Programs Committee
5. Coordinator of Entrepreneurship Committee

The Coordinator in turn will appoint a committee chairman and members from the general membership.

**ARTICLE V - NOMINATION, ELECTION AND**

INSTALLATION OF DIRECTORS AND OFFICERS

Section 1. The President of the Houston Chapter shall appoint, with the approval of the Board of Directors, a Nominating Committee of three Regular Members of the Houston Chapter in the Board meeting of the month of December.

Section 2. The Nominating Committee shall prepare a slate of no less than 14 regular members willing to serve as a director, if elected. The slate accompanied by a short biography of the nominees shall be mailed to all the regular members or published in a newsletter not less than 10 days before the election.

Section 3. The election of board members shall be conducted at the February meeting of the Chapter. Ballots containing the slate shall be prepared by the Nominating Committee and given to the Regular Members attending the meeting.

Section 4. The members shall vote for no more than nine (9) nominees. A vote for more than nine shall be considered not valid. There shall be no nominees from the floor or write-in names.

Section 5. The Nominating Committee shall count the votes and announce the names of the nine nominees with highest number of votes as being elected Directors.

The newly elected Directors shall be installed by the President right after the announcement.

Section 6. New officers shall be installed by the Past President at the Board Meeting (see Article IV Section 2).

**ARTICLE VI - COMMITTEES**

Section 1. The Board of Directors may designate and appoint committees. Each committee shall be coordinated by an active Director who in turn will appoint a committee chairman and members from the general membership.

Section 2. The authority vested in each committee shall be delineated by the Board of Directors.

Section 3. The term of office of each committee member shall continue until the next annual membership meeting and until his successor is appointed, unless the committee shall sooner be terminated, or unless such member shall be removed from the committee, or unless such member shall cease to be a member of the Chapter.

Section 4. Each committee may adopt rules for its own operation consistent with these by-laws or rules adopted by the Board of Directors.

## **ARTICLE VII - MEMBER MEETINGS**

Section 1. An annual meeting of the members shall be held in the month of February. The purpose of this meeting shall be to elect and install Directors and to transact other business as may come before the meeting.

Section 2. General membership meetings shall be held as called for by the President, the Board of Directors or not less than one tenth of the Regular Members.

Section 3. The place of each meeting shall be designated by the Board of Directors.

Section 4. Written notice of the day, hour and place of each membership meeting shall be delivered to each voting member not less than ten nor more than fifty calendar days before the date of such meeting by the President or the persons calling such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at the address appearing on the records of the Chapter, with postage thereon prepaid.

Section 5. Ten percent of the voting members or a minimum of five members, whichever is greater, shall be present to constitute a quorum at any meeting. A minimum of two officers shall be present among the five members. If a quorum is not present, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 6. A member entitled to vote at any meeting may do so by proxy executed in writing by such member.

## **ARTICLE VIII - LIABILITY OF MEMBERS**

No members of the Chapter shall personally or otherwise be liable for any debts or obligations of the Chapter.

## **ARTICLE IX - CONTRACTS AND FUNDS**

Section 1. The Board of Directors may authorize any officer, member or other agent, in addition to the officers so authorized by these by-laws to enter in any contract in the name of and on behalf of the Chapter. Such authority will be delineated by the Board of Directors.

Section 2. The Board of Directors shall determine which officers may sign checks, drafts, notes or other evidences of indebtedness issued in the name of the Chapter. In the absence of such determination, such instruments shall be signed by two of the officers of the Chapter.

Section 3. All funds of the Chapter shall be deposited in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. The Board of Directors may accept on behalf of the Chapter any contribution, gift or bequest for the general or any specific purpose of the Chapter.

#### **ARTICLE X - BOOKS AND RECORDS**

The Chapter shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members. All books and records of the Chapter may be inspected by any member or his agent or attorney for any proper purpose at any reasonable time.

#### **ARTICLE XI - FISCAL YEAR**

The fiscal year of the Chapter shall begin on the first day of January and end on the last day in December in each year.

#### **ARTICLE XII - SEAL**

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Chapter in the words "Corporate Seal of the Society of Hispanic Professional Engineers, Inc., Houston Chapter"

#### **ARTICLE XIII - AMENDMENTS**

The By-Laws may be amended at any properly constituted meeting of the membership, by a two-thirds vote, provided that a notice of such proposed amendment shall have been given at a previous meeting of the membership, and provided further, that the Secretary shall have furnished a copy of such a proposed amendment to each member of the membership at least ten days in advance of the meeting at which action is to be taken.

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#### **AMENDMENTS**

To the Society of Hispanic Professional Engineers

Houston Chapter

#### **BY-LAWS**

a) Replace Section 1, Article III

Section 1. The Chapter shall have five classes of members, to wit:

- a. Regular Members
- b. Associate Members
- c. Guild Members
- d. Student Members
- e. Honorary Members

b) Replace Section 4, Article III

Section 4. Guild members shall be those organizations, corporations and institutions that support SHPE's goals and objectives.

c). Replace Section 6, Article III

Section 6. Honorary members shall be individuals who have been awarded honorary membership by the Corporations' Board of Directors subject to the following qualifications:

a. They shall be Hispanic persons who have accomplished an outstanding achievement in their engineering profession.

b. Persons who have participated beyond requirement for the advancement of Hispanic persons in the field of engineering.

Any member can nominate to the Board of Directors, a candidates to be considered as an Honorary Member. Approval of the candidate will require an unanimous decision by all Board of Directors.

d). Replace Section 8, Article III

Section 8. Dues shall be set annually for each class of membership by the Society of Hispanic Professional Engineers, Incorporated.

e). Replace title "Article IV - Board of Directors and Officers" by Article V - Board of Directors

f). Replace Section 1, Article IV

Section 1. The Chapter is governed by a 5-member Board of Directors which consists of the following officers: a President, a First Vice-president, a Second Vice-President, a Secretary and a Treasurer. The past President, if not elected by the general membership, shall also be an ex-officio member. The Board members are elected for one year. No Board of Director shall hold the same office for more than two consecutive terms.

The past President will vote only if there is a tie after the Board of Directors has voted.

g). Delete, Section 2, Article IV



h). Replace Section 3, Article IV

Section 3. Meetings of the Board of Directors shall be held monthly at such times and locations as determined by the President.

A minimum of three members of the Board of Directors shall be present to constitute a quorum at any meeting.

i). Replace Sections 4 to 7, Article IV

Section 4. President

Subject to the control of the Board, the President shall be the chief executive officer of the Corporation/Chapter and shall have general supervision, direction and control over the affairs and property of the Corporation and over its several officers, and shall have such other powers and perform such other duties, as may be delegated by the Board from time to time.

Section 5. First Vice President

The First Vice President, to be elected by all regular members shall assist the President in all business concerning the Chapter and shall act as President Pro-tem in the absence of the President.

Section 6. Second Vice President

The Second Vice President to be elected by all regular members and to succeed the First Vice President in the absence of the President, and the First Vice President.

Section 7. Secretary

The Secretary shall be the custodian of the seal of the corporation and the books and records and files thereof, and shall affix the seal of the Corporation to all papers and instruments requiring the same. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a minute book of all meetings of the Board and its committees. The Secretary shall also keep, or cause to be kept, at the principal office in the State of Texas, the original or a copy of the Articles of Incorporation and Bylaws of the Corporation, as amended to date. The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by these Bylaws or by law to be given, and shall have such other powers and perform such other duties as may be delegated by the Board.

Section 8. Treasurer

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation, including, without limitation, accounts of its assets, liabilities, receipts and disbursements, and shall send or cause to be sent to the Directors of the Corporation such financial statements and reports as are by law or these Bylaws required to be sent to them. The

Treasurer shall deposit, or cause to be deposited, all monies and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board; shall render to the President or the Directors, whenever requested, an account of all transactions and of the financial condition of the Corporation; and shall have such other powers and perform such other duties as may be delegated by the Board.

Section 9. The Board Directors or any member appointed by the President shall coordinate one or more committees.

1. The Student Affair Committee
2. The Membership Committee
3. The Social and Nominations Committee
4. The Special Programs Committee
5. The Entrepreneurship Committee

The Director or the appointee serving as a coordinator in turn will appoint a committee chairman and committee members from the general membership.

j). Replace Section 2, 3, 4, 5, Article V

Section 2. The Nominating Committee shall prepare a slate of at least one nominee per office. A short biography of the nominees shall be mailed to all the regular members or published in a newsletter not less than 10 days before the election.

Section 3. The election of board members by all regular members shall be conducted at the February meeting of the Chapter. Ballots containing the slate shall be prepared by the Nominating Committee and given to the Regular Members attending the meeting. If a member cannot attend the meeting, the member may mail their ballot to the Secretary at least 3 days prior to the annual election meeting.

Section 4. At the annual election meeting no nominees from the floor or write-in names will be accepted.

Section 5. The Nominating Committee shall count the votes and announce the names of the five nominees with highest number of votes as being elected Directors.

The newly elected officers of the Chapter shall be announced at the annual election meeting and shall be immediately installed by the past President right after the announcement.

k). Delete Section 6, Article V.

l). Replace Section 1, Article VI

Section I. The Board of Directors may designate and appoint committees. Each committee shall be coordinated by an active officer who in turn will appoint a committee chairman and members from the general membership. Members are encouraged to volunteer to participate in the committee of their choice.

m). Add Section 5, to Article VI

Section 5. Removal of Board of Director's Officer

a. Removal of an officer is a serious procedure. For this reason, the membership must not take this procedure lightly. The grounds for removal must be sufficiently documented, and a serious attempt to resolve the issues (which forced the call for removal) must be made and documented.

b. A notice that a removal vote will be taken at the next meeting shall be mailed to the general membership at least ten (10) but not more than thirty days prior to such action. The officer who is being submitted to a removal vote must be notified by registered mail, within the same time frame mentioned above.

c. A favorable vote of two thirds (2/3) of the members voting on the issue is required for implementation of the removal.

n). Replace Section 2, Article VII

Section 2. General membership meetings shall be held as called for by the President, the Board of Directors or not less than one tenth of the Regular Members. At least three general membership meetings shall be held every year.

o). Replace Article XIII

The By-Laws may be amended at any properly constituted meeting of the membership, by a two-thirds vote, provided that a notice of such proposed amendment shall have been given at a previous meeting of the membership, and provided further, that the Secretary shall have furnished a copy of such a proposed amendment to each member of the membership at least ten days in advance of the meeting at which action is to be taken. After approval of the amendments by the general membership, the amendments shall be submitted for concurrence to SHPE Inc.'s National Board of Directors before they can become effective at the Chapter level.

**Revision 1, February 2, 1987**