

BYLAWS OF

THE SOCIETY OF HISPANIC PROFESSIONAL ENGINEERS, INC. HOUSTON PROFESSIONAL CHAPTER

A Texas Nonprofit Corporation

(Rev. 1, 21 June 2023)

ARTICLE I - ORGANIZATION	2
ARTICLE II - PURPOSE	2
ARTICLE III - OBJECTIVES AND GOALS OF THE ORGANIZATION	2
ARTICLE IV - MEMBERSHIP AND PRIVILEGES	3
ARTICLE V - MEMBERSHIP MEETINGS	∠
ARTICLE VI - LIABILITY OF MEMBERS	4
ARTICLE VII - BOARD OF DIRECTORS	5
ARTICLE VIII - TERMS OF OFFICE	
ARTICLE IX - COMMITTEES	10
ARTICLE X - NOMINATIONS & ELECTIONS	12
ARTICLE XI - JURISDICTION	12
ARTICLE XII - BOOKS AND RECORDS	12
ARTICLE XIII - FISCAL YEAR	
ARTICLE XIV - ASSETS	13
ARTICLE XV - DONATIONS	13
ARTICLE XVI - CONFLICT OF INTEREST POLICY	13
ARTICLE XVII - AMENDMENTS	14

ARTICLE I - ORGANIZATION

- 1. **Corporate Name**. The name of this organization shall be the Society of Hispanic Professional Engineers Inc., dba SHPE Houston, hereinafter referred to as the "Corporation", the "Houston Professional Chapter", "SHPE Houston", or the "Chapter".
- 2. **Principal Place of Business**. The principal executive office of the Corporation shall be established by resolution of the Board of Directors (Board or BOD) and maintained in the greater Houston area within the state of Texas.
- 3. Registered Office and Registered Agent. The Corporation's Registered Office is at the office of its Registered Agent as PO Box 271704 Houston TX, 77217 and the name of its initial Registered Agent is Isaac Tapia. The Registered Office and Registered Agent may be changed from time to time by filing the address of the new Registered Office and/or the name of the new Registered Agent with the Texas Secretary of State Office.

ARTICLE II - PURPOSE

SHPE Houston Professional Chapter is a network of mentors, role models and leaders in STEM brought together to inspire, motivate and empower the Greater Houston Hispanic community. SHPE Houston actively promotes the policies, objectives, and programs of Society of Hispanic Professional Engineers, a national non-profit organization, herein referred to as a "SHPE National".

SHPE Houston 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 by not limited to, the making of grants to organizations that are exempt under Section 501(c)(3).

ARTICLE III - OBJECTIVES AND GOALS OF THE ORGANIZATION

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.

The objectives and goals of the Chapter shall be to:

- 1. Provide professional development opportunities and promote the career advancement of Chapter members. These goals shall be implemented by:
 - 1.1. Providing career development tools during meetings and events
 - 1.2. Promoting advanced professional degrees to members through meetings and events
 - 1.3. Providing networking opportunities for members
 - 1.4. Actively recruiting graduating seniors from local SHPE student chapters

- 2. Increase the number of Hispanics entering the fields of engineering, mathematics, physical and computer science, and other technical fields. These goals shall be implemented by community involvement:
 - 2.1. Workshops at local institutions
 - 2.2. Establish local student chapters at local schools (i.e. SHPE Jr chapters)
 - 2.3. Collaborating with organizations with similar interests
 - 2.4. Other community involvement
- 3. Develop programs that promote the advancement of Hispanic scientists, technologists, engineers and mathematicians in employment and education. These goals shall be implemented by:
 - 3.1. Career/employment workshops
 - 3.2. Technical seminars and conferences
- 4. Develop programs benefiting Hispanics seeking careers in engineering or technical fields. These goals shall be implemented by:
 - 4.1. Scholarships programs
 - 4.2. Recruitment programs
 - 4.3. Mentoring programs
- 5. Provide a forum for and to encourage: the exchange of technical information, professional development, and entrepreneurial opportunities.
- 6. Inform the general public of technical contributions and achievements of Hispanics by newsletters and awards programs.

ARTICLE IV - MEMBERSHIP AND PRIVILEGES

- 1. The Chapter shall have three classes of Members, to wit:
 - 1.1. Regular Members
 - 1.2. Associate Members
 - 1.3. Industrial/Organizational Members
- 2. A **Regular Member** shall be a person who at a minimum holds an engineer-in-training certificate or a bachelor's degree in any discipline of science, technology, engineering, or mathematics or falls within the following exemptions:
 - 2.1. Six (6) years of experience as an engineer or in a mathematically based science field, and information technology field may be substituted for the bachelor's degree; or
 - 2.2. Two (2) years of experience as a STEM educator
 - Regular Members shall be entitled to cast one vote in elections of officers and all business that the Board of Directors refers to the membership. Regular Members may hold a Board position.
- An Associate Member shall be a person who believes and supports the purpose of this chapter. They shall not be entitled to nominate, vote, nor hold a position on the Board. Associate Members shall be extended all privileges of a Regular Member less those exempted above.

- 4. Industrial/Organizational Members shall be businesses, institutions or organizations, which support and pursue the objectives and goals of the chapter. Industrial/Organizational Members shall not be entitled to vote nor hold office in the chapter. Industrial/Organizational Members shall be extended all privileges of membership less those exempted above.
- 5. Dues The amount of annual dues for each membership category shall be determined by SHPE National. Dues are to be paid online via the SHPE Connect portal with a registered account. National membership dues are not to be collected directly by the chapter. To be recognized as a national SHPE member you must pay dues directly online through your individual registered member account.
 - 5.1. Membership of any class shall be determined upon receipt of application and the annual dues.
 - 5.2. Only Regular Members who have paid their dues shall be entitled to vote.
 - 5.3. Members shall remain in good standing unless annual dues are not paid.
- 6. **Termination of Membership** Any member may terminate their membership upon written notification of the effective date of resignation to the Director of Membership or any member of the Executive BOD. The chapter may, by a three-fourths (3/4) majority vote of the entire Board, terminate a person's membership from the chapter for any infraction of the bylaws, rules and/or regulations of the chapter.

ARTICLE V - MEMBERSHIP MEETINGS

- 1. Place of Meeting The Board of Directors shall designate the place of each meeting.
- 2. **General Meetings** General membership meetings shall be held as called for by the Board. At least three general membership meetings shall be held every fiscal year.
- 3. **Special Meetings** Special Meetings may be called by the President or any Board Members (Officers & Directors) acting together, or 5% or more of the regular membership.
- 4. **Notice of Meetings** Any member calling a meeting (except a Special Meeting) shall inform the attendees of the date, time and place of the meeting no less than two weeks in advance.
- 5. Member Quorum To establish a quorum for a General or BOD meeting, ten percent (10%) of the voting members or a minimum of five members, respectively, shall be present. 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 without further notice.

ARTICLE VI - LIABILITY OF MEMBERS

No member of SHPE Houston shall be personally or otherwise liable for any debts, liabilities, and/or obligations of the Chapter.

ARTICLE VII - BOARD OF DIRECTORS

The Board of Directors shall consist of five (5) officers and eight (8) directors and are all elected for one fiscal year. The Board shall be responsible for all business concerning the Chapter. 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 the day-to-day affairs of the Chapter are delegated to the individuals as specified herein.

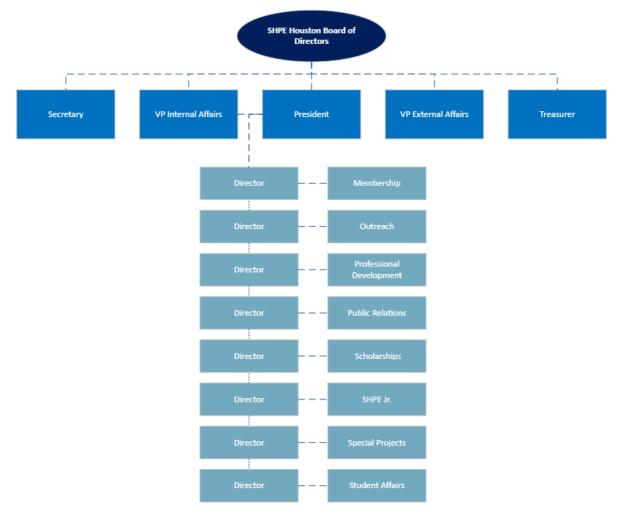


Fig. 1 Organizational Chart

1. **Officers** - The Chapter's officers consist of the following: President, Vice President of Internal Affairs, Vice President of External Affairs, Secretary, and Treasurer. The responsibilities are as follows:

1.1. President

1.1.1. The President shall serve as chairperson of the Board and be the chief executive officer of the Chapter, preside over all meetings of the Board,

- and exercise and perform such other powers and duties as may from time to time be assigned to them by the Board.
- 1.1.2. The President shall be the official spokesperson for SHPE Houston and represent the Chapter by maintaining communication with the Regional Vice President and SHPE National Office.
- 1.1.3. The President is responsible for all business concerning the Chapter, and functions and activities under the direction of the Chapter, subject to the approval of the Board.
- 1.1.4. The President is one of the two people (the other being the Treasurer) authorized to sign any documents related to financial matters, i.e. proposals, checks, etc.

1.2. Vice President of Internal Affairs

- 1.2.1. The VP of Internal Affairs shall assist the President in all business concerning the Chapter and shall act as President Pro-tem in the absence of the President.
- 1.2.2. The VP of Internal Affairs shall oversee internal operations and support the board and directors with their roles.
- 1.2.3. The VP of Internal Affairs is responsible for any national reporting duties during their term.

1.3. Vice President of External Affairs

- 1.3.1. The VP of External Affairs shall act as President Pro-tem in the absence of both the President and the VP of Internal Affairs.
- 1.3.2. The VP of External Affairs shall oversee external operations and fundraising initiatives such as updating the Chapter Sponsorship Prospectus and serve as liaison to current/potential sponsors and partners.

1.4. Secretary

- 1.4.1. The Secretary is responsible for all internal communications and maintaining all official records of the Chapter.
- 1.4.2. The Secretary shall certify and keep at the principal office of the Chapter, all meeting minutes and actions in the book of record, including the original or a copy of these Bylaws as amended to date.
- 1.4.3. If the Secretary cannot be in attendance at any meeting, they will be responsible for identifying a designated person to take minutes.
- 1.4.4. The Secretary shall give notice of all meetings and events as required by law or Chapter Bylaws, and shall have such other powers and perform such other duties as may be delegated by the Board.

1.5. Treasurer

1.5.1. The Treasurer shall act as the chief financial officer of the Chapter and shall monitor the collection of funds from SHPE National and corporate sponsorships, the disbursement of authorized funds, and the banking and accounting of all Chapter funds, including reimbursements to Chapter members submitting receipts.

- 1.5.1.1. All disbursements exceeding \$1000 shall be approved by the Treasurer and the President or a Vice President.
- 1.5.2. The Treasurer shall provide organizational budget updates and bi-annual (twice a year) financial reports listing all revenues, operating expenses, liabilities and assets to the Board of Directors.
- 1.5.3. The Treasurer is authorized to sign checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Chapter, subject to Board approval.
- 1.5.4. The Treasurer shall be responsible for all financial reports and filings required by the State of Texas and the Federal Government.
- 1.5.5. The Treasurer is responsible for all business filings with the Texas Secretary of State, including but not limited to amendments to the Registered Agent and/or Registered Office or filing Assumed Name Certificate renewals.
- Directors The Chapter's directors consist of the following: Director of Student Affairs,
 Director of Membership, Director of Professional Development, Director of Public
 Relations, Director of Scholarships, Director of Community Outreach, Director of SHPE
 Jr., and Director of Special Projects.
 - 2.1. The **Director of Student Affairs** serves as the chairperson of the Student Affairs Committee and will:
 - 2.1.1. Establish and maintain strong relationships with the student chapters in and around the greater Houston area.
 - 2.1.2. Keep constant communication with student chapters for any support needed throughout the term, including but not limited to, mentorship or the establishment/reestablishment of any potential/inactive student chapters in and around the Greater Houston area.
 - 2.2. The **Director of Membership** serves as the chairperson of the Membership Committee and will:
 - 2.2.1. Develop and implement the Chapter's recruitment and retention strategy including but not limited to general meetings, networking socials, and networking collaborations with STEM-based organizations, allies, and partner organizations.
 - 2.2.2. Track, manage, and evaluate officer and membership engagement and satisfaction.
 - 2.3. The **Director of Professional Development** serves as the chairperson of the Professional Development Committee and will:
 - 2.3.1. Lead the planning and execution of the Chapter's professional development program aimed at developing leadership and professional skills of the membership.
 - 2.3.2. Lead communications between professional development event speakers and/or sponsors for the program.
 - 2.4. The **Director of Public Relations** serves as the chairperson of the Marketing Committee and will:

- 2.4.1. Lead the planning and execution of the Chapter's marketing strategy.
- 2.4.2. Collaborate with all Directors to ensure the Chapter newsletter and each event has correct and timely focused marketing, per the SHPE Brand Guidelines.
- 2.4.3. Update all social media platforms and ensure all are on-brand and aligned with Chapter goals and objectives, including but not limited to: LinkedIn, Facebook, Instagram, Whatsapp, and the chapter website.
- 2.5. The **Director of Scholarships** serves as the chairperson of the Scholarship Committee and will:
 - 2.5.1. Lead the planning and execution of the Chapter's scholarship program including, not limited to, the scholarship process and the annual Gala.
 - 2.5.2. Work with the Treasurer to ensure proper funds are allocated to fund the annual scholarship(s).
 - 2.5.3. Collaborate with other officers to ensure the scholarship program succeeds.
- 2.6. The **Director of Community Outreach** serves as the chairperson of the Community Outreach Committee and will:
 - 2.6.1. Lead the planning and execution of outreach activities/programs with the Greater Houston community and STEM-based organizations, allies, and partner organizations.
 - 2.6.2. Develop the Chapter's Outreach strategy per SHPE National Guidelines.
- 2.7. The **Director of SHPE Jr.** serves as the chairperson of the SHPE Jr. Committee and will:
 - 2.7.1. Develop and implement the Chapter's framework and strategy of SHPE Jr initiatives per SHPE National Guidelines.
 - 2.7.2. Communicate with the Regional SHPE Jr. Representative for support.
 - 2.7.3. Support current and potential new SHPE Jr. chapters at the local level, but not limited to only SHPE Houston SHPE Jr. chapters.
- 2.8. The **Director of Special Projects** serves as the chairperson of the Special Projects Committee and will:
 - 2.8.1. Lead the planning and execution of all other major events throughout the year, including but not limited to: ESE Cup Volleyball Tournament and the Order of the Engineer Ceremony.
 - 2.8.2. Plan and execute any other type of events aligning with the Chapter goals & objectives throughout the year.

ARTICLE VIII - TERMS OF OFFICE

- 1. The Board of Directors are elected for one fiscal 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.
- 2. The duties and liabilities of members of the Board are as follows:

- 2.1. Each Board Member shall perform their duties, including their duties as an Officer or as member of the Board, 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.
- 2.2. In performing the duties of a Board Member, they 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:
 - 2.2.1. One or more officers or members of the Chapter whom the Board Member believes to be reliable and competent in the matters presented
 - 2.2.2. Counsel, independent accountants, or other persons as to matters which the Board Member believes to be within such person's professional or expert competence
 - 2.2.3. 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 their 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 Houston and SHPE National in good standing for the duration of their term.
- 5. 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.
 - 5.1. Board Members are entitled to submit expenses to the Treasurer for reimbursement; provided those expenses have been approved by the President, a Vice President or the Treasurer, according to the Chapter's disbursement policies and that those expenses were incurred pursuing the goals and objectives of the organization.
- 6. The transactions of any meeting of the Board, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if
 - 6.1. a quorum is present, and
 - 6.2. either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes.
- 7. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the

- minutes of the meeting. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting before or at its commencement about the lack of adequate notice. Directors can protest the lack of notice only by presenting a written protest to the Secretary of the Corporation either in person or by written statement addressed to the number of the Corporation as contained on the SHPE Corporation's records as of the date of the protest.
- 8. Regular meetings of the Board shall be held at such dates, times and locations as shall from time to time be fixed by the Board, provided, however, that the Board shall meet at least monthly during the fiscal year. Notice of regular meetings shall be given one week for telephone or electronic meetings and two weeks for face-to-face meetings. Notice of the time and place of meetings shall be given to each officer/director by one of the following methods: electronic delivery or written notice.
- 9. Any member of the Board may resign by filing a written or electronic resignation to the Secretary and President. Any Director may be removed from office for not fulfilling their duties as specified in Article 7 or by not being in good standing with SHPE National. The procedure for removal is as follows:
 - 9.1. There shall be impeachment/removal proceedings for the Board of Directors to discuss the case. The Director in question will then be given the opportunity to defend themselves prior to a vote.
 - 9.2. A simple majority vote from the Board of Directors shall decide whether or not the impeachment/removal shall be carried out.
 - 9.3. A Board of Director who is recalled from office is not considered an Immediate Past Board of Director for the succeeding term.
- 10. In the event of a vacancy of a Board position, the Board will hold an election to fill the position at their discretion by simple majority vote and following rules outlined in Article X, Section 1.

ARTICLE IX - COMMITTEES

- 1. The Board of Directors may, by adoption of a resolution to the guidelines in these Bylaws, create any number of committees to accomplish the goals and strategic objectives of the Chapter. Any SHPE Houston member in good standing may be nominated to chair such a committee, and that nominee can be appointed by simple majority approval from the Board. The chairperson/Director will also have authority to add members from the general membership, with approval from the Board.
- 2. The Board of Directors shall delineate the authority vested in each committee. Each committee may adopt rules for its own operation not inconsistent with these bylaws or rules adopted by the Board of Directors.
 - 2.1. The Committees are responsible for establishing a committee plan and strategic objectives for their respective committees, as well as defining the roles and responsibilities of each of the positions on the committee.

- 2.2. The Board has approval authority over the committee plan, goals, and strategic objectives of a particular standing committee.
- 3. The term of office of each committee member shall continue until the end of the fiscal year, unless the committee purpose has been fulfilled, or unless such member shall be removed from the committee, or unless such member shall cease to be a member of the Chapter.
- 4. There are two types of committees: Standing Committees and Ad-Hoc Committees.
 - 4.1. **Standing Committees**. A Standing Committee is any committee listed in Section 6 Overview of Standing Committees, and shall have a specific agenda and strategic objectives as defined in a committee plan.
 - 4.2. 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(s) 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.
- 5. The Board shall have the power to appoint a temporary chairperson to a vacated committee chairperson position with a simple majority vote by the Board until the Board can take action to find and approve a full-time replacement.
- 6. Overview of Standing Committees
 - 6.1. The Student Affairs Committee
 - 6.2. The Membership Committee
 - 6.3. The Professional Development Committee
 - 6.4. The Marketing Committee
 - 6.5. The Scholarships Committee
 - 6.6. The Community Outreach Committee
 - 6.7. The SHPE Jr. Committee
 - 6.8. The Special Projects Committee
- 7. The President and the Executive Officers shall have full power in appointment or dismissal of any committee chair, and may create or dissolve ad hoc committees, subject to the approval of the majority of the Executive Officers.

ARTICLE X - NOMINATIONS & ELECTIONS

Any SHPE Houston member in good standing may run for any Board of Director
position, with the exception of the Executive Officer positions. All nominees for the
Executive Officer positions must have previous SHPE leadership experience, ideally as
a Chapter Board member. No Board of Director shall hold the same office for more than
two consecutive terms.

- 2. The nominations process begins with a call for nominations from the general membership. Once all nominees are verified to run for office, they become official candidates.
- 3. The candidates must be identified no later than two weeks before any election is to be held. The candidates will be announced to the general membership no later than a week before the election.
- 4. Ballots will be distributed to all members eligible to vote and voting will remain open for one week.
- 5. The members shall vote for no more than thirteen (13) candidates. A vote for more than thirteen shall be considered not valid. Nominees from the floor or write-in names are permitted.
- 6. In the special case of a tie, the vote will be decided by a simple majority vote of the current Board.
- 7. The candidates will then be announced as the newly elected Directors/Officers.
- 8. The newly elected directors/officers shall take office on July 1st and their term ends on June 30th of the following year. All current members of the Board will finish their term through June 30th of the current year.
 - 9. In the event of a vacancy post-election for a Board position of the new Board, the current Board will hold an election to fill the position at their discretion by simple majority vote and following rules outlined in Article X, Section 1.

ARTICLE XI - JURISDICTION

- 1. The Chapter shall exercise its jurisdiction throughout the Greater Houston Metroplex area and surrounding cities with the exception of the Bay area, the Texas Bay Area Chapter's jurisdiction.
- 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.

ARTICLE XII - 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 XIII - FISCAL YEAR

The Fiscal year of the Chapter shall begin on the first day of July and end on the last day in June of the following year.

ARTICLE XIV - ASSETS

In the event that the Chapter is dissolved, any assets by the Chapter shall be disseminated to the governing SHPE Regional Vice-President, while assets belonging directly to SHPE National Office, shall be returned.

ARTICLE XV - DONATIONS

SHPE Houston, 501(c)(3) organization, may accept gifts, legacies, donations and/or other contributions in any form, from individuals, corporations and other organizations upon the terms and conditions as may be determined by the Board, while also following SHPE National policy.

ARTICLE XVI - CONFLICT OF INTEREST POLICY

- 1. The purpose of the conflict of interest policy is to protect this tax-exempt organization's (SHPE Houston) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.
- 2. Definitions:
 - 2.1. Interested Person: Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
 - 2.2. Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - 2.2.1. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
 - 2.2.2. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
 - 2.2.3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not

insubstantial. A financial interest is not necessarily a conflict of interest. Under Article XV, Section 3.2 (of this document), a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

3. Procedures:

- 3.1. Duty to Disclose: In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- 3.2. Determining Whether a Conflict of Interest Exists: After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

ARTICLE XVII - AMENDMENTS

The Bylaws may be amended at any properly constituted meeting of the Board of Directors, by a three-fourths (3/4ths) vote of the entire active Board, provided that a notice of such proposed amendment shall have been given at a previous meeting of the Board.

- 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.
- 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. A favorable vote of three-fourths (3/4ths) of the entire active Board of Directors shall be required to ratify the proposed amendment.
- 5. After approval of the amendments by the Board, the amendments shall be submitted for concurrence to SHPE Inc.'s National Board of Directors before they can become effective at the Chapter level.
- 6. All amendments to this constitution shall become effective immediately after approval by National Board of Directors.
- 7. The general membership shall be notified of the results within two weeks of National BOD's approval.

The Society of Hispanic Professional Engineers, Inc.
Houston Professional Chapter

Bylaws Amendment History			
Date Approved	Action	Article / Section	Page
February 2, 1987	Last established revision of the Bylaws	All	All
	Rewrote according to SHPE National template for Professional Chapters	All	All