THE BYLAWS OF
THE "SHPE NEW JERSEY PROFESSIONAL" CHAPTER OF
THE SOCIETY OF HISPANIC PROFESSIONAL ENGINEERS, INC.

Article I. Name

The name of this organization shall be the Society of Hispanic Professional Engineers-New Jersey Chapter, Inc.; hereafter called “SHPE NJ”. This organization may also be referred to as the "Society of Hispanic Professional Engineers of New Jersey" Professional Chapter or as SHPE "Chapter Name," hereafter referred to as the Chapter.

Article II. Purpose

The purpose of the Chapter shall be to actively promote the policies, objectives, and programs of the Society of Hispanic Professional Engineers, Inc., hereafter referred to as SHPE National.

Article III. Objectives and Goals

The SHPE NJ Professional Chapter is committed to providing professional, educational, charitable 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 science, technology, engineering, mathematics, and other technical fields. These goals shall be implemented by:
   - 2.1. School visitations
   - 2.2. Hispanic community involvement
   - 2.3. Workshops at local institutions
   - 2.4. Establish local student chapters at local colleges and universities

3. Develop programs that promote the advancement of Hispanic engineers and scientists in employment and education. These goals shall be implemented by:
   - 3.1. Career/employment workshops
   - 3.2. Technical seminars and symposia

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. Curriculum assistance

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

1. General members shall be entitled to cast one vote in the election (per Article VI) of officers and in all business that the Executive Board refers to the membership. general members may hold office (per Article VI) and may also nominate themselves or qualified individuals for Chapter and/or National Office.
    1.1. Membership shall be determined after an application has been submitted and approved by SHPE National concurrence.
    1.2. The amount of annual National dues for each membership category shall be determined by SHPE National.
    1.3. Members shall pay dues to SHPE National via SHPE Connect.

2. Industrial/Organizational members shall be businesses 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.

3. Termination of Membership
    3.1. Any member may terminate his/her membership upon written notification of the effective date of resignation to the Executive Board.
    3.2. The chapter may, by a two-thirds (2/3) majority vote of the entire membership, terminate a person's membership from the chapter for any infraction of the bylaws, rules and/or regulations of the chapter

Article V. Executive Board

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

2. The elected officers shall consist of a President, Vice President, Treasurer, Secretary, Director of Event Operations, Director of Pre-College Operations, Director of Marketing, and Webmaster

2.1. The duties of the President shall be to:
 2.1.1. Represent the SHPE NJ Professional Chapter as the official spokesperson for the chapter
 2.1.2. Be the point of contact for the organizational and financial matters of the Chapter, as well as, all other business concerning the Chapter according to policies and guidelines set and approved by the Executive Board or the Chapter.
 2.1.3. Ensure the accomplishment of the duties and proper conduct of all elected officers and the chapter.
 2.1.4. Chair and preside at Executive Board, general, and special meetings.
 2.1.5. The President and the Executive Board 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 Board.
 2.1.6. Be one of the two people (the other being the Treasurer) responsible to sign any documents related to financial matters, i.e. proposals, checks, etc.
 2.1.7. Be responsible for all business concerning the chapter, effectively communicating with SHPE Nationals and managing over day-to-day affairs of the chapter;
 2.1.8. Update SHPE NJ with news and events from Regional and National chapters.
 2.1.9. Call an executive board meeting in case of emergency.
 2.1.10. Responsible for the preparation of the NCP report and other documents required by SHPE National.
 2.1.11. Lead the effort in starting and supporting SHPE Jr. Chapters and Student Chapters in colleges or universities where one does not exist in the locality.
 2.1.12. Tally up votes during elections in conjunction with the Secretary.

2.2. The duties of the Vice President shall be to:
 2.2.1. Assist the President in all business concerning the chapter membership.
 2.2.2. Co-Chair all meetings and chair meetings in the absence of the President.
 2.2.3. Serve as Acting President in the President's absence or dismissal.
 2.2.4. Assist the President and the board in business concerning the Chapter.
 2.2.5. Be in charge of internal and external affairs of the chapter (professional activities, industrial relations, company tours, conferences, etc.);
 2.2.6. Be responsible for establishing corporate relationships with the goal of obtaining sponsorship for SHPE NJ events/programs/other activities;
 2.2.7. Help preside over every executive, general, and emergency meeting.

2.3. The duties of the Treasurer shall be to:
 2.3.1. Assist the President and the board in business concerning the Chapter and be responsible for the following:
  2.3.1.1. Disbursement of authorized funds.
  2.3.1.2. Banking and accounting of all Chapter funds.
  2.3.1.3. Prepare and submit monthly financial reports listing all liabilities and assets of the chapter to the Executive Board.
  2.3.1.4. All financial reports required by State and/or Federal Governments.
  2.3.1.5. Transfer all financial reports in hard and electronic copy to the

succeeding Treasurer and all bank accounts associated with the Chapter within 30 days of termination of their term regardless of the nature of their termination.

2.3.1.6. Responsible for collecting sponsorship funds from corporate partners.

2.3.1.7. Ensure there are at least two (2) officers associated with all bank accounts at any given time.

2.4. The duties of the Secretary shall be to:

2.4.1. Maintain all official records of the Chapter including meeting minutes.

2.4.2. Maintain the official membership roster.

2.4.3. Serve all notices required by law or the Bylaws of the Chapter.

2.4.4. Coordinate the election of officers.

2.4.5. Transfer all official records of the Chapter in hard and electronic copy to the succeeding Secretary within 30 days of termination of their term.

2.4.6. Create a biweekly newsletter informing general body members of events, opportunities, and general chapter updates.

2.4.7. Tally the votes during elections in conjunction with the President.

2.5. The duties of the Director of Event Operations shall be to:

2.5.1. Oversee all events, activities, and other gatherings held at or pertaining to SHPE NJ.

2.5.2. Plan and execute recreational activities for the chapter with the purpose of enhancing social development among members.

2.5.3. Empower the chapter to participate in community service events.

2.5.4. Coordinate the agenda and logistics of all events and activities when needed.

2.5.5. Oversee all reservations and determine the set-up crew for all events pertaining to the chapter.

2.5.6. Create the event calendar and update accordingly throughout the year.

2.6. The duties of the Director of Pre-College Operations shall be to:

2.6.1. Oversee, plan and execute all business pertaining to SHPE Jr. Chapter(s) in NJ.

2.6.2. Act as a liaison by constantly communicating between the SHPE NJ Executive Board and SHPE Jr. Chapter(s).

2.6.3. Coordinate work with participating high schools and their SHPE Jr. Chapter Executive Board(s).

2.6.4. Lead the effort in starting and supporting SHPE Jr. Chapter(s).

2.6.5. Oversee, plan and execute a minimum of one (1) Noche (or Dia) de Ciencas in conjunction with SHPE undergraduate chapters and SHPE Jr. chapters within New Jersey.

2.7. The duties of the Director of Marketing shall be to:

2.7.1. Advertise all SHPE NJ chapter events and meetings.

2.7.2. Publicize events to other SHPE Chapters in the area.

2.7.3. Coordinate the use of media sources such as Facebook, Linkedin, and Instagram.

2.7.4. Collect data to analyze metrics and to use for the NCP.

2.7.5. Create flyers and post them weekly or as needed.

2.7.6. Update all media sources of SHPE NJ on a weekly basis.
2.7.7. Maintain constant communication with all members of the chapter.
2.7.8. Be responsible for taking and organizing pictures of all SHPE NJ events.

2.8. The duties of the Webmaster shall be to:
2.8.1. Maintain the SHPE NJ website up to date.
2.8.2. Work with the Marketing Chair and Secretary for updating and posting information pertaining to SHPE NJ on the website.

2.9. The duties of the Sub-Regional Student Representative shall be to:
2.9.1. Act as a liaison by constantly communicating between the SHPE NJ Executive Board and the SHPE student Chapter.
2.9.2. Work with local Student chapters to inform on the opportunities of professional membership and to recruit graduating college seniors to the chapter.
2.9.3. Coordinate sub-regional meetings at least twice a semester to provide updates from the Region 4 team and SHPE NJ.
2.9.4. Maintain constant communication with the Regional Student Representative and the Regional Graduate Representative.

2.10. The duties of the Sub-Regional Junior Representative shall be to:
2.10.1. Act as a liaison by constantly communicating between the SHPE NJ Executive Board and the SHPE student Chapter and SHPE Jr Chapter.
2.10.2. Work with local Student chapters to inform on the opportunities of SHPE Jr membership and national programs, grants, to help recruit graduating high school seniors to the chapter and inform them of professional chapters.
2.10.3. Attend sub-regional meetings at least twice a semester to provide updates from the Region 4 team and SHPE NJ.
2.10.4. Maintain constant communication with the Regional Junior Representative, the Regional Student Representative and the Regional Graduate Representative.

3. Officers are required to attend ¾ of SHPE NJ related events and all Executive Board meetings.

Article VI. Elections and Terms of Office

1. Nominations
1.1. The President and the Executive Board shall be elected by a vote of eligible members within the Chapter's jurisdiction. Each candidate must have been an official SHPE member for at least ONE fiscal year AND attend at least two SHPE NJ events in the past fiscal year to be nominated. A candidate may nominate him/herself with a petition or may nominate a candidate with a petition from general members. The names of the candidates must be submitted to the Executive Board by their specified date.
1.1.1. Exceptions can be granted on a case-by-case basis with a unanimous vote from the current executive board.
1.2. To run for the President position, candidates must have already served at least one year as a member of the executive board of SHPE NJ, or the equivalent.

2. Voter Eligibility:
    2.1. General members may participate in the election process if their membership dues are paid as of the nominations meeting of the election year as determined by SHPE National.

3. Candidate Eligibility:
    3.1. A general member is eligible to hold office if he/she:
        3.1.1. Meets the requirements as per Article IV.
        3.1.2. Is a member in good standing as indicated by SHPE National

4. Election of Officers:
    4.1. The ballots shall be collected and counted by the President and Secretary at the Election Meeting to be specified by the chapter. Candidates receiving the majority of votes per office shall be declared the winners.

5. Duration of Term
    5.1. The term of office shall be July 1-June 30.
        5.1.1. The term for President will be two years.
        5.1.2. The term for all other executive board roles will be one year.
        5.1.3. A President who approves a new term limits may only serve one additional year if re-elected and cannot run for a two-year term under the new bylaw changes

6. Notice of Elections
    6.1. An election notice shall be announced to all members not less than ten (10), or more than sixty (60) days prior to the election deadline.

7. Vacancies
    7.1. The order of succession shall prevail in the event of a vacancy in any office due to resignation, disqualification, or otherwise.
    7.2. Highest ranking officer to create and distribute vacancy election form within (30) days after normal election results. Vacancy elections to run for (14) days minimum. All qualifications noted in previous articles are to remain applicable for this election. Elected officers to determine if candidates are to be invited to elective board meeting and present their case to the board. Candidates receiving the majority of votes shall be declared the winners.
    7.3. If a position(s) is not fulfilled after the vacancy election, the President is to split the responsibilities of the vacant position(s) among the elected officers.

ARTICLE VII. Impeachment

1. Removal from Elected Executive Board:
    An Executive Board member may be removed from office by a recall election for not fulfilling his/her duties as specified in Article V or by not being in good standing with SHPE National.
2. Terminated Executive Board Members:
    Any Executive Board member who has been recalled by the membership or whose

membership has been terminated is automatically vacated from Chapter Office and from the Executive Board and must surrender all materials belonging to the Chapter. A President who is recalled from office is not considered an Immediate Past President for the succeeding term. Should the President be recalled, the Vice President of the Executive Board shall assume the office of President for the remainder of the term and shall be the Immediate Past President for the succeeding term.

Article VIII. Committees

1. The Executive Board shall have the power to establish any committee to conduct the business of the Chapter. The President may appoint, with Executive Board concurrence, any member in good standing to chair such a committee. The assessment of need and creation of a committee should be through the Executive Board and Presidents consent. A Board of Directors (BOD) shall be formed and consist of the elected officers and all appointed committee chairpersons. With the transition of each new executive board, committees will be evaluated and either disbanded or maintained based on a consensus vote.

2. Committees

The board of directors may, by the resolution adopted by a majority of the directors then in office, designate one or more committees, each consisting of two or more directors, to serve at the pleasure of the board. Any committee, to the extent provided in the resolution of the board, shall have all the authority of the board, except that no committee, regardless of board resolution, may:

(a) Take any final action on matters which also requires board members' approval or approval of a majority of all members;
(b) Fill vacancies on the board of directors in any committee which has the authority of the board;
(c) Amend or repeal Bylaws or adopt new Bylaws;
(d) Amend or repeal any resolution of the board of directors which by its express terms is not so amendable or repealable;
(e) Appoint any other committees of the board of directors or the members of these committees;
(f) Expend corporate funds to support a nominee for director; or
(g) Approve any transaction;
    (i) To which the corporation is a party and one or more directors have a material financial interest; or
    (ii) Between the corporation and one or more of its directors or between the corporation or any person in which one or more of its directors have a material financial interest.

3. **Meetings and Action of Committees**

Meetings and action of the committees shall be governed by and held and taken in accordance with, the provisions of Article V of these Bylaws concerning meetings of the directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the board of directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the board of directors or by resolution of the committee. Special meetings of the committee may also be called by resolution of the board of directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The board of directors may adopt rules for the governing of the committee not inconsistent with the provision of these Bylaws.

4. **Informal Action By The Board of Directors**

Any action required or permitted to be taken by the board of directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. For purposes of this section an e-mail transmission from an e-mail address on record constitutes a valid writing. The intent of this provision is to allow the board of directors to use email to approve actions, as long as a quorum of board members gives consent.

Article IX. Jurisdiction

1. Geographic Boundaries:
   The Chapter shall exercise its jurisdiction over the area included within the geographic boundaries of New Jersey.

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

Article X. Fiscal Year

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

Article XI. Meeting

1. Quorum:
   To establish a quorum for a General, Executive Board, or BOD meeting, not less than one half (1/2) of the individuals must be present. Voting issues shall be determined by majority vote of members present.

2. Annual Election Meeting:
   An Annual Election Meeting of the members shall be held in the month of April.

3. General Meetings:
   At least three (3) general meetings shall be held each fiscal year, in addition to the Annual Election Meeting.

4. Executive Board/BOD Meetings:
   The Executive Board/BOD shall meet at least every month during the fiscal year. Members may attend as non-voting observers.

5. Special Meetings:
   The President or any member of the Executive Board may call a special meeting of the Chapter general membership.

6. Meeting Notices:
   A meeting notice shall be delivered to each member. The notice shall include the agenda, place, date and time of the meeting and shall be delivered in writing or electronic form not less than ten (10) or more than thirty (30) days prior to the meeting.

7. Meeting Rules:
   All meetings shall adhere to "Robert's Rules of Order." Only the Executive Board may vote on monetary issues.

Article XII. Non-profit Nature

1. **Non-profit Nature:**
   - **1.1.** SHPE NJ is organized exclusively for charitable and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of SHPE NJ shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.
   - 1.2. Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization

exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

1.3. SHPE NJ is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

2. Personal Liability:

2.1. No officer or director of this corporation shall be personally liable for the debts or obligations of SHPE NJ of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

3. Prohibited Distributions:

3.1. No part of the net earnings or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III.

4. Restricted Activities:

4.1. No substantial part of the corporation’s activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

Article XIII. Dissolution of Assets

1. Dissolution

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

1.2. Upon termination or dissolution of SHPE NJ any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

1.3. The organization to receive the assets of SHPE NJ hereunder shall be selected by the discretion of a majority of the managing body of SHPE NJ and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against SHPE NJ by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of New Jersey.

1.4. In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of New Jersey to be added to the general fund.

Article XIV. Treasury

1. Securing of funds:

1.1. All funds must be collected and deposited within 30 days of acceptance or as required by the BOD, whichever takes precedence.

Article XV. Donations

1. Chapter Donations:

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

Article XVI. Conflict of Interest

1. Definitions:

1.1. 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.

1.2. Financial Interest - A person has a financial interest if the person has, directly or indirectly, thorough business, investment, or family:
(a) An ownership or investment interest in any entity with which the corporation has a transaction or arrangement,
(b) A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement, or
(c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

1.3. 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 XVI, Section 1.2, 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..

2. Procedures:

2.1. Duty to Disclose

2.1.1. 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

2.2. Determining Whether a Conflict of Interest Exists

2.2.1. 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.

2.3. Procedures for Addressing the Conflict of Interest

2.3.1. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

2.3.2. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

2.3.3. After exercising due diligence, the governing board or committee shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

2.3.4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

2.4. Violations of the Conflicts of Interest Policy

2.4.1. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

2.4.2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

3. Records of Proceedings:

3.1. The minutes of the governing board and all committees with board delegated powers shall contain:

3.1.1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

3.1.2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

4. Compensation:

4.1. A voting member of the governing board who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

4.2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

4.3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

5. Annual Statements:

5.1. Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

(a) Has received a copy of the conflicts of interest policy,

(b) Has read and understands the policy,

(c) Has agreed to comply with the policy, and

(d) Understands that the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

6. Periodic Reviews:

6.1. To ensure the corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

(a) Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.

(b) Whether partnerships, joint ventures, and arrangements with management corporations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

7. Use of Outside Experts:

7.1. When conducting the periodic reviews as provided for in Article XVI Section 6, the corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Article XVII. Scholarships

1. **Scholarship Process:**
   - **1.1.** Criteria used for selecting recipients, including the rules of eligibility;
     - **1.1.1.** How and by whom the recipients are or will be selected;
       If awards are or will be made directly to individuals, whether information is required assuring that the student remains in school;
       If awards are or will be made to recipients of a particular class, for example, children of employees of a particular employer—
       a. Whether any preference is or will be accorded an applicant by reason of the parent's position, length of employment, or salary;
       b. Whether as a condition of the award the recipient must upon graduation accept employment with the company; and
       c. Whether the award will be continued even if the parent's employment ends.
     - **1.1.2.** A copy of the scholarship application form and any brochures or literature describing the scholarship program.

Article XVIII. Amendments to the Constitution and Bylaws

1. Amendment Procedure:
   - 1.1. A motion to amend the constitution must first be made, entertained, and approved by the Executive Board.
   - 1.2. The proposed amendment, after Executive Board approval, shall be submitted in writing to the Secretary for presentation to the general membership at an annual or general meeting or by mail.

2. Chapter Approval:
   - 2.1. Chapter approval of proposed amendments shall be by a two-thirds (2/3) majority vote of general and Associate Members present at the general or special meeting at which proposed will be voted upon.

3. SHPE National Approval:
   - 3.1. After Chapter approval, proposed amendments shall be submitted to SHPE National for approval by the National Membership Coordinators.

4. Date of Effect:
   - 4.1. All amendments to this constitution shall become effective immediately after approval by the National Board of Directors.

This constitution, in its entirety, was approved by a 2/3 vote of the members of the "Society of Hispanic Professional Engineers of New Jersey" Professional Chapter on:

Date: 02/26/2023

Article XIX. Version History

Effective Date	Version Number	Author
March 12, 2025	3.0	Isaac Perez
Description of Change & Change Justification		
• Added Version History to add rationale behind each change • Updated title names from Event Coordinator, Pre-College Coordinator, and Marketing Chair to Director of Event Operations, Director of Pre-College Operations, Director of Marketing • Updated Article VI, Section 1.1. Made to state a candidate needs to be a SHPE member for at least a year and attend at least two SHPE NJ events in the past fiscal year to be nominated • Updated Article VI, Section 1.1.1. made to include exceptions can be granted on a case-by-case basis with a unanimous vote from the current executive board. • Updated Article VI, Section 5 to increase the President's term for two years and state that a President who approves a new term limit may only serve one additional year if re-elected and cannot run for a two-year term immediately after the new bylaw changes • Updated Article VIII, Section 1 to include with the transition of each new executive board, committees will be evaluated and either disbanded or maintained based on a consensus vote		

Effective Date	Version Number	Author
Oct 23, 2023	2.0	Gio Duran
Description of Change & Change Justification		
• Added page numbers for ease of reference		