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**AMENDED AND RESTATED**  
**BY-LAWS OF SHPE OREGON PROFESSIONAL CHAPTER**

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**ARTICLE I. NAME OF ORGANIZATION**

The name of the corporation is SHPE OREGON PROFESSIONAL CHAPTER.

**ARTICLE II. CORPORATE PURPOSE**

SHPE Oregon Professional Chapter (hereinafter “the Corporation”) is a nonprofit public benefit corporation and is not organized for the private gain of any person. The Corporation is organized and operated exclusively for charitable purposes in accordance with Section 501(c)(3) of the Internal Revenue Code. More specifically, the Corporation is the Oregon professional chapter of the Society of Hispanic Professional Engineers (SHPE), sharing its mission of empowering the Hispanic community to realize its fullest potential and to impact the world through STEM awareness, access, support and development.

**ARTICLE III. MEMBERSHIP**

**Section 1. Eligibility for Membership**

Membership in the Corporation shall be open to any member in current and good standing of the Society of Hispanic Professional Engineers, that in accordance with the rules set forth by that organization is assigned to its Greater Portland and Southern Washington chapter, said chapter being the SHPE Oregon Chapter, with a Chapter ID number of 351360.

**Section 2. Annual Dues**

Annual dues shall be those established by SHPE, and shall be payable not to the Corporation, but to SHPE. Continued membership is contingent upon being up-to-date on membership dues.

### **Section 3. Annual Meeting of the Members**

An Annual Meeting of the Members shall take place at least once every calendar year and no less frequently than once every 365 days. The specific date, time and location of which will be designated by either a simple majority of the Board of Directors or a simple majority of the Members. The Annual Meeting shall in all cases take place in the Greater Portland or Southern Washington area, and include allowances for remote participation. At the Annual Meeting the Members shall elect directors and officers, receive reports on the activities of the association, and determine the direction of the association for the coming year.

### **Section 4. Special Member Meetings**

Special Member Meetings may be called by either a simple majority of the Board of Directors, or a simple majority of the Members. Any business that can be conducted during the Annual Member Meeting can also be conducted during a Special Member Meeting.

### **Section 4 Notice of Meetings**

Notice of meetings of the Members shall be given to each Member, by email, delivered at the address in the Member's SHPE profile, not less than two weeks prior to the meeting.

### **Section 5. Quorum**

A quorum for a meeting of the Members shall consist of at least twenty percent (20%) of the active membership, present either in person, or remotely.

### **Section 6. Voting**

All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

## **ARTICLE IV. BOARD OF DIRECTORS**

### **Section 1. General Powers**

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Corporation.

### **Section 2. Number, Tenure, Requirements, and Qualifications**

The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than four (4) nor more than ten (10) including the following officers: the President, one or more Vice-Presidents, the Secretary, and the Treasurer.

The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified or until such director's earlier resignation or removal. All members of the Board of Directors must be approved by a majority vote of the members present and voting.

Each member of the Board of Directors shall comply at all times with the Eligibility for Membership requirements of Article III.

Each member of the Board of Directors shall attend at least two (2) quarterly meetings of the Board per year.

### **Section 3. Regular Meetings**

Regular Meetings of the Board of Directors shall be held at a time and day as the Board of Directors may agree no less than quarterly at a location, actual or virtual, designated by the Board of Directors. Members of the Board of Directors may invite Members to attend a Regular Meeting of the Board of Directors as invited visitors without the ability to vote.

### **Section 4. Special Meetings**

Special meetings of the Board of Directors may be called by or at the request of the President or any two members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any location, as the place for holding any special meeting of the Board called by them.

### **Section 5. Notice**

Notice of Regular Meetings of the Board of Directors shall be given, by email, delivered at the address in the Director's SHPE profile, not less than one week prior to the meeting. Prior notice is not required for Special Meetings of the Board of Directors.

### **Section 6. Quorum**

The presence, actual or virtual, of a majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

### **Section 7. Vacancies**

Whenever a vacancy occurs in the Board of Directors that reduces the number of Directors to three (3) or less, such vacancies shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a Regular or Special meeting; or if practicable, an Annual or Special Member Meeting, except that if such vacancies are filled by the remaining

members of the Board of Directors, an Annual or Special Member Meeting shall take place no later than 180 days thereafter for the purpose of electing a Board of Directors.

### **Section 8. Compensation**

Members of the Board of Directors shall not receive any compensation for their services as Directors.

### **Section 9. Informal Action by Directors**

Any action required by law to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by a majority of all of the Directors following notice of the intended action to all members of the Board of Directors.

### **Section 10. Removal.**

Any member of the Board of Directors may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the Board of Directors if in their judgment the best interest of the Corporation would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

Members of the Board of Directors who are removed for failure to meet the minimum requirements for Membership in Article III automatically forfeit their positions on the Board.

## **ARTICLE V. OFFICERS**

The officers of this Board shall be the President, one or more Vice-Presidents, the Secretary, and the Treasurer. All officers must have the status of active members of the Board. Each officer of the corporation shall hold office until such officer's successor is elected and qualified or until such officer's earlier resignation or removal.

### **Section 1. President**

The President shall (i) preside at all meetings of the membership; (ii) have general superintendence and direction of all other officers of the Corporation and see that their duties are properly performed; (iii) be Ex-officio member of all standing committees; and (iv) have the power and duties usually vested in the office of the President.

### **Section 2. Vice-President(s)**

The Vice-President (or in the event there be more than one Vice-President, the Vice-Presidents in the order designated by the Board of Directors or, in the absence of any designation, then in

the order of their election), shall be vested with all the powers and duties of the President during the President's absence.

The Vice-President(s) shall have the duty of chairing their perspective committee and such other duties as may, from time to time, be determined by the Board of Directors.

### **Section 3. Secretary**

The Secretary shall (i) record all votes and minutes of all proceedings of the Board of Directors in a book to be kept for that purpose; and (ii) send notices or communications as required or as determined by the Board of Directors from time to time.

In the event the Secretary is not present during any meeting of the Board of Directors, the President shall appoint a member of the Board of Directors to perform the functions of the Secretary and to brief the Secretary thereafter so that that the duties of the Secretary may be performed.

### **Section 4. Treasurer**

The Treasurer shall (i) have the custody of the corporate funds; (ii) keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation; and (iii) shall render to the Board of Directors at its regular meetings or when the Board of Directors so requires an account of the financial condition of the corporation.

### **Section 5. Election and Removal of Officers**

Election and removal of Officers shall take place at Annual or Special Member Meetings and shall require a simple majority of a quorum of Members as defined herein, present either in person, or remotely.

### **Section 6. Vacancies**

The Board of Directors shall be responsible for nominating persons to fill vacancies which occur between annual meetings, including those of officers. Nominations shall be sent in writing at least one (1) weeks prior to the next meeting at which the election will be held.

## **ARTICLE VI. COMMITTEES**

### **Section 1. Committee Formation**

The Board of Directors may create committees and appoint committee chairs as needed.

## **ARTICLE VII. INDEMNIFICATION**

To the full extent authorized under the laws of the State of Oregon, the Corporation shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the Corporation, or any person who may have served at the

Corporation's request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

#### **ARTICLE VIII. BOOKS AND RECORDS**

The corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors, such duty falling primarily to the Secretary.


#### **ARTICLE IX. AMENDMENTS**

These by-laws may be altered, amended or repealed, or new by-laws may be adopted by the affirmative vote of a majority of directors present at any meeting of the Board of Directors.

#### **ADOPTION OF BY-LAWS**

We, the undersigned, consent to, and hereby do, adopt the foregoing by-laws as the by-laws of the Corporation.

ADOPTED by resolution of the Board of Directors on this 27th day of January, 2020.

  
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Eduardo Cotilla-Sanchez, President - SHPE OREGON PROFESSIONAL CHAPTER

  
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ATTEST: Nestor Quiñones, Secretary - SHPE OREGON PROFESSIONAL CHAPTER