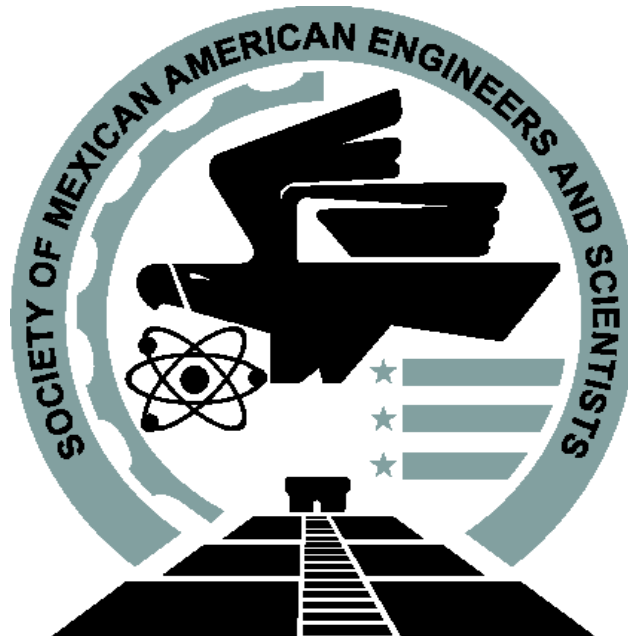


THE SOCIETY OF MEXICAN AMERICAN  
ENGINEERS AND SCIENTISTS

A Non-Profit Organization

LONG BEACH PROFESSIONAL  
CHAPTER BYLAWS





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## **ARTICLE I: NAME AND SEAL**

- Section 1      **NAME.** The name of the chapter shall be The Society of Mexican American Engineers and Scientists Long Beach Professional Chapter, herein referred to as MAES LBPC.
- Section 2      **SEAL.** The chapter shall utilize the MAES National corporate seal, which shall be circular in form, and shall have inscribed thereon the name of the corporation.

## **ARTICLE II: PURPOSE AND OBJECTIVES**

- Section 1      **PURPOSE.** To nurture interest and facilitate the advancement of Hispanic in the areas of science, technology, engineering and mathematics and to provide positive role models to the Hispanic community.
- Section 2      **OBJECTIVES.** The MAES LBPC will strive to achieve its purpose by fostering cooperation among industry, government and the academic and professional communities to improve education and employment opportunities for Hispanic professionals and students representing the science and engineering disciplines.

## **ARTICLE III: MEMBERSHIP**

- Section 1      **ELIGIBILITY.** Persons eligible for membership shall be anyone interested in promoting and enhancing the opportunities, participation and advancement of Hispanics in the science and engineering fields. The membership shall be drawn primarily from those professionals living or working in and around the Long Beach area, and shall encompass the science and engineering disciplines including computer science, mathematics, physics, science, and other science fields including project and technical staff, teachers, professors, managers, recruiters, and individuals in personnel management.
- Section 2      **DUES.** Annual dues shall be in accordance with MAES National membership dues; that is professional members shall pay dues of no less than \$50 annually or may make a one-time dues payment qualifying them as a "Lifetime Member of MAES". In accordance with MAES National Bylaws, terms of membership begins June 1 and ends May 31. Though the chapter secretary shall maintain record of chapter membership, each professional member shall be responsible for renewing their own annual membership via the MAES National website.



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- Section 3      **PRIVILEGES.** MAES members in good standing, at a minimum have the power to:
- (a) Vote on any motions or discussions brought forth at general body meetings.
  - (b) Add items to the agenda to be discussed at general body meetings.
  - (c) Make motions at general body meetings.
  - (d) Vote for elected officers.
  - (e) Run for an elected office.
  - (f) Request a copy of any financial record or report held by any Officer of the chapter.
  - (g) Request a copy of any financial record or report generated by a hired third party performing any type of work on behalf of the chapter, but may do so solely through a Point of Contact (POC) as appointed by the Executive Committee.

### **ARTICLE IV: OFFICERS AND THEIR DUTIES**

Section 1      **PRESIDENT.** The President shall be the principal Executive Officer of the chapter and shall in general supervise and control all of the business and affairs of the chapter. The President shall preside at all meetings of the members and of the Executive Committee, or assign a meeting leader designee. Alternatively, the President may choose to rotate general meeting facilitation among the Executive Committee officers. The President shall be responsible for managing affairs and coordinating the activities of the chapter as well as develop, along with the other officers, and present to general membership the goals and upcoming activities of the chapter. The President shall serve on the Executive Committee.

Section 2      **VICE PRESIDENT.** The Vice President shall, in the absence of the President or in event of his/her inability or refusal to act, perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions placed upon the President. The Vice President shall assist the President in administering the activities of the organization and in developing programs that will carry out the mission and vision of the chapter in collaboration with the other officers. The Vice President shall be point of contact and assist in the recruitment of new members as well as establish relationships with other MAES Chapters and other organizations. The Vice President shall serve on the Executive Committee.

Section 3      **TREASURER.** The Treasurer shall have charge and custody of, and be



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responsible for all funds and securities of the chapter. The Treasurer shall also be responsible for developing a chapter budget and coordinating with the President on submission to the Executive Committee for approval. In addition, the Treasurer shall receive and give receipts for moneys due and payable to the chapter from any source and deposit all such monies in the name of the chapter in such banks in accordance with the provisions of these bylaws. The Treasurer shall keep records of financial transactions and prepare financial reports as required, including annual IRS reports for MAES National and present to members during the general membership meetings. The Treasurer shall serve on the Executive Committee.

Section 4      **SECRETARY.** The Secretary shall manage and maintain the membership list. The Secretary shall work with the President to provide an agenda for the general body meetings and Executive Committee meetings. In addition, the Secretary shall keep minutes of the meetings for the members and for the Executive Committee in one or more books provided for that purpose; be responsible for accuracy and distribution of meeting notifications, upcoming events and any other pertinent information to members. Additionally, the Secretary shall keep an accurate record of all meetings and publish these records before the next regularly called meeting and shall keep all of the official records of the chapter. The Secretary shall serve on the Executive Committee.

Section 5      **SGT-AT-ARMS.** The Sgt-at-Arms shall be responsible for keeping order during meetings and at other designated events. The Sgt-at-Arms shall assist the President in running general and Executive Committee meetings by assuring that topic discussions are to the point, orderly and within the context of the agenda. The Sgt-at-Arms shall serve on the Executive Committee.

Section 6      **EXECUTIVE COMMITTEE.** The Executive Committee shall be responsible and direct the affairs of the MAES LBPC. The committee shall be composed of the President, the Vice President, Secretary, Treasurer, Sgt-at-Arms, the Immediate Past President, and committee chairs as shall be designated from time to time by the Executive Committee.

Section 7      **COMMUNICATION.** In the event that the MAES LBPC chooses to address the MAES National Board, the MAES LBPC President shall issue all communications unless a special committee chairperson has been given authority to do so by the Executive Committee.

## **ARTICLE V: ELECTIONS**



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- Section 1 ANNUAL ELECTIONS. Election, terms of office and responsibilities for chapter officers will be in accordance with MAES National guidelines and bylaws. If there is any discrepancy between these bylaws and the National Bylaws, the content of this document will supersede. The officers shall include, at the minimum, a President, Vice-President, Treasurer, Secretary, and Sgt-At-Arms. Special committee chairpersons may be appointed as required.
- Section 2 DURATION OF ELECTED OFFICERS. The term of office for elected chapter officers is for one fiscal year from the first day of January to the last day in December. If an office has no one elected to it, as a result of elections, the Executive Committee may appoint a member in good standing to the open office or choose to hold a special election.
- Section 3 ELECTIONS PROCESS. The Executive Committee will appoint an Election Committee Chair. The Election Committee Chair will be a paid member and will not run in that year's election. The process for elections is recommended to last no more than two months beginning by early November and concluding by mid-December. The following guidelines are suggested for year-to-year consistency:
- (a) Last week in October: Executive Committee appoints an Elections Committee Chair.
  - (b) First week in November: Elections Committee Chair sends out a request for nominations via email. Members may self-nominate themselves. Nominations to be submitted to the Election Committee Chair via email.
  - (c) Mid-November: Election Committee Chair will send out email ballots to all members in good standing.
  - (d) Late November: Deadline for returned email ballots to Elections Committee Chair.
  - (e) Early December: Ballot counting will start.
  - (f) Mid-December: Election results are announced at the next chapter meeting or via an elections results email. If any office is empty, a shorter version of this process may be done until the position(s) is filled.
  - (g) December: During this month, the current officers and the newly elected officers will begin the transition process in which the newly elected officers are briefed on the duties, responsibilities, process, and protocol entailed in each office. Part of this transition process will be to turn over all relevant documents to incoming officers.



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- Section 4      **OFFICER REMOVAL.** Any officer elected or appointed by the MAES LBPC Executive Committee may be removed by no less than two-thirds (66%) majority of the chapter members whenever its judgment the best interests of the chapter would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

### **ARTICLE VI: MEETINGS & VOTING**

- Section 1      **GENERAL MEETINGS.** Meetings should be held once a month, or as required by chapter activities. Additionally, the President may call special meetings at any time. During each general meeting, treasury reports will be provided to the Executive Committee and meeting minutes and agenda will be generated and shared with the general membership.
- Section 2      **QUORUM.** A quorum for any general meeting of the chapter to transact official business shall be no less than seven (7) members in good standing, including one officer or no official business shall be transacted. A quorum for any Executive Committee meeting to transact official business shall be two-thirds (66%) of the committee. Provided a quorum has been established, motions shall pass according to majority vote.
- Section 3      **PARLIAMENTARY PROCEDURE.** If the rules of conduct at general body meetings are not specifically addressed in these bylaws, Robert's Rules of Order shall prevail.
- Section 4      **VOTING VIA EMAIL.** Excluding elections, voting via email will only occur when a decision is necessary prior to the next scheduled general membership meeting. In these instances, only the Executive Committee will vote and a decision will pass according to majority vote.

### **ARTICLE VII: AMENDMENTS TO THE BYLAWS**

- Section 1      **AMENDMENTS.** On an annual basis, ideally aligned with the elections process, these bylaws shall be reviewed and may be altered, amended or repealed, and the new bylaws may be adopted. Adoption of the new or revised bylaws requires a majority vote of the chapter members at a regular or special meeting of the members.

### **ARTICLE VIII: USE OF THE MAES LONG BEACH CHAPTER NAME**

- Section 1      The MAES LBPC name shall not be used to support non-MAES events



without the Long Beach Chapter's voting members approval. Approval shall occur in accordance with voting procedures as described in Article VI, Section 2.

## **ARTICLE IX: CONTRACTS, CHECKS, DEPOSITS, AND FUNDS**

Section 1      **CONTRACTS.** The entering into, and execution and delivery of any instrument, including MOU's (Memoranda of Understanding) and MOA's (Memoranda of Agreement), in the name of and on behalf of the chapter, will require approval by the Executive Committee. The Executive Committee may authorize and require the signatures of additional chapter members, and such authority may be general or confined to specific instances. Upon acquiring approval, MOA's or MOU's may be signed by one officer as designated by the Executive Committee. Any other contracts will require the signatures of two officers as authorized by these bylaws.

Section 2      **CHECKS, DRAFTS, & FINANCIAL TRANSACTIONS.** All checks, drafts, or orders payment of money, notes, or other evidences of indebtedness issued in the name of the chapter, shall be signed by such officer or officers, agent or agents of the chapter and in such manner as shall from time to time be determined by resolution of Executive Committee. In the absence of such determination by the Executive Committee, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the chapter.

Section 3      **DEPOSITS.** All funds of the corporation shall be deposited from time to time to the credit of the chapter in such banks, trust companies, or other depositories as the Executive Committee may select.

Section 4      **GIFTS.** Definition of a gift is some form of gratuity, entertainment, or other favor provided by or to a MAES LBPC member for which fair market value is not paid by the MAES LBPC member for personal use.

Section 4.1    **GIFTS EXTENDED.** Entertainment of, making gifts to, and extending other business courtesies to present and prospective MAES LBPC business associates shall not be permitted. No cash gifts shall ever be given to outside organizations or persons. Exceptions to this rule include the following:

- (a) Promotional items with a maximum value of \$25. Examples include business cards, ball point pens, note pads, and award plaques.



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- Section 4.2 **GIFTS RECEIVED.** A general rule is that MAES LBPC members may not accept business courtesy from an outside organization or persons. Exceptions consist of the following:
- (a) Promotional items with a maximum value of \$25. Examples include business cards, ball point pens, note pads, and award plaques.
- Section 5 **DONATIONS.** Donations are given by physical or legal persons, for MAES LBPC charitable purposes and/or to benefit a MAES LBPC cause. A donation may take various forms, including checks, services, cash, new or used goods to benefit events (i.e. MAES LBPC Golf Tournament Fundraiser).
- Section 5.1 **DONATIONS RECEIVED.** Donations are gifts given without return consideration. This lack of return consideration means that, in common law, an agreement to make a donation is an “imperfect contract void for want of consideration”.
- (a) Donations from present and prospective MAES LBPC business associates shall be permitted only by approval by the MAES LBPC Executive Committee. A majority vote by the General MAES LBPC membership is not necessary for donations received.
  - (b) Any MAES member in good standing may challenge accepting a donation if there are any concerns regarding ethics or potential conflicts of interest. Similarly, donations made on behalf of the chapter shall be discussed at general body meetings. Voting on accepting and making donations shall follow the bylaws as described in Article VI, section 2.
- Section 6 **BOOKS AND RECORDS.** The MAES LBPC may have an Audit Committee appointed by the Executive Board. The Audit Committee member shall not include any officers, including the Treasurer. If the chapter has a Finance Committee, it must be separate from the Audit Committee.
- Section 7 **PAYMENT FOR SERVICES.** The MAES LBPC is a non-profit organization and all work shall be voluntary. If work needs to be performed that require payment for services, it shall be deemed so by the Executive Committee and voted on by the general membership. See Article VI, section 2 for voting constraints.



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BYLAWS APPROVAL

These bylaws were reviewed and approved at the general body meeting occurring on March 24, 2011.

The MAES LBPC Officers hereby attest to the approval of these bylaws by the general body membership.

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President, Phil Diaz

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Vice President, Martin Garcia

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Treasurer, Fabian Rivera

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Secretary, Lorena Arce

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Sgt-at-Arms, Arturo Torres