

Bylaws of the Society for Advancement of Chicanos and Native Americans in Science, Inc.
(A Maryland Nonprofit Corporation)

ARTICLE I: GENERAL

Section 1: Name. The name of this organization shall be Society for Advancement of Chicanos and Native Americans in Science, Inc. (hereinafter called SACNAS).

Section 2: Location. The SACNAS national office shall be at such address as the SACNAS Board of Directors (hereinafter called the Directors) may decide. SACNAS may also have an office or offices at such other place or places as the Directors may from time to time establish or the purposes of SACNAS may require.

Section 3: Mission Statement. SACNAS is an inclusive organization dedicated to fostering the success of Chicano/Hispanic and Native American scientists, from college students to professionals, in attaining advanced degrees, careers, and positions of leadership in science, technology, engineering, and mathematics (STEM).

Section 4: Purposes. The purposes and objectives for which this corporation has been organized are educational and charitable as set forth in the Articles of Incorporation and as described in the organization's mission statement as existing from time to time.

ARTICLE II: MEMBERSHIP

Section 1: Classes and Qualifications. The Board of Directors shall determine and set forth in separate documents the qualifications, dues, terms, and other conditions of each class of member. There shall be the following classes of members:

Section 1.1: Regular Members. Regular members (members) shall be persons who are recognized as members by paying dues. Only regular members may serve as Board officers. Regular members shall be entitled to cast one (1) vote in elections for the Board of Directors and in all business that the Directors refer to the membership.

Section 1.2: Student Members. Student members shall be students enrolled in a curriculum leading to a degree in a STEM-related field. Student members shall elect student representatives to the Board of Directors and in all business that the Directors refer to the student membership.

Section 2: Chapters. The Directors may recognize official chapters, both student chapters and professional chapters, throughout the United States, Puerto Rico, and other U.S. territories. Official SACNAS chapters are those composed of SACNAS members and whose bylaws have been accepted by the Chapter Committee, if any, or approved by the Directors. Chapters must have a mission that is consistent with the mission of SACNAS.

Section 3: Dues. The Directors shall determine membership dues for regular members, student members, and any additional categories of membership that may be created in the future. Dues shall be payable annually.

Section 4: Termination of Membership. Any member may be removed from membership by a majority vote of the Directors only for cause. Cause for removal shall be set and defined by the Directors.

Section 5: Membership Meetings. There shall be an annual conference of the members on such date, time, and place as the Directors shall determine. During the annual conference, members present at the annual conference may be able to vote on the following matters: election of the Directors and approval of any amendments to the bylaws that may be proposed by the Directors. Voting on all other matters is expressly reserved for the Directors.

Section 6: Voting Rights. Each member having voting rights shall be entitled to one vote on each matter submitted to a vote of the members having voting rights.

ARTICLE III: BOARD OF DIRECTORS

Section 1: Membership and Powers. The property and affairs of SACNAS shall be managed and controlled by the Board of Directors. The Board of Directors shall consist of no less than nine (9) and no more than fifteen (15) persons during any given year. The Directors shall consist of individuals elected from the regular membership as well as graduate students elected from the student membership. The graduate student representatives elected to the Directors must be enrolled at the time of election in an accredited STEM-related program at a graduate or research institution. All corporate powers, except such as are otherwise provided for in these bylaws and in the laws of Maryland, are hereby vested in and shall be exercised by the Directors.

Section 2: Election to the Board of Directors. To be considered for election, candidates for the Directors will be nominated or self-nominated and will submit a dossier with required documents. Qualifications and required documents shall be set and determined by the Directors and disseminated with the annual call for nominations. Directors shall be elected by the membership from the slate put forth by the Nominations Committee.

Section 3: Term of Office for the Board of Directors. The terms of office for Directors shall be three (3) years with a limit of two (2) consecutive terms. The maximum number of consecutive years that a Director member may serve on the Board of Directors is six (6). The terms of office shall be staggered such that not all Directors finish their terms in any given year. The Directors may vote to extend one or more Directors' terms by up to one year.

Section 4: Vacancies. Any vacancy occurring on the Board of Directors for any reason may be filled, as the Directors shall determine, for the entire remaining term of the vacancy or until the next election by a majority vote of the remaining Directors.

Section 5: Resignations. A Director may resign from the Board of Directors at any time by giving written notice thereof to the President. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President.

Section 6: Cause for Removal. Grounds for removal of a Director, if any, will be set and determined by the Directors. Any member of the Directors may be removed at any time for cause by a majority vote of the remaining Directors. Any such Director whose removal has been proposed shall be notified in writing at least fifteen (15) days in advance and shall be entitled to appear and be heard at the Directors meeting during which their removal will be voted on. Removal of the Director shall be discussed at the Board of Directors meeting following a Director's second consecutive unexcused absence. Any officer may be removed from such office, with or without cause, by a majority vote of the voting Directors at any regular or special meeting called expressly for that purpose.

Section 7: Compensation. Directors shall not receive any salary or compensation for their services but are entitled to Director-related expense reimbursement.

Section 8: Fundraising Leadership. The Directors' responsibilities include a leadership role, in conjunction with the President and Executive Director, in the annual fundraising activities that ensure continued sustainability of SACNAS. It is expected that Directors will initiate and participate in resource development and fundraising activities, as well as in setting fundraising policies for SACNAS to ensure the success of the organization in accomplishing its mission. Directors will observe best ethical practices in conducting fundraising efforts.

ARTICLE IV: DIRECTOR'S OFFICERS

Section 1: Officers. Officers shall have such duties in connection with the operation of SACNAS as generally pertain to their respective offices as described below as well as such powers and duties as from time to time may be delegated to them by the Board of Directors. The Executive Director and the individuals he or she hires to perform the day-to-day operations of the Corporation, in which individuals may be given proper executive titles, including officer titles, shall not be governed by the provisions contained in this Article.

Section 1.1: Election of Officers. The President shall be elected biennially by a majority vote of the SACNAS membership. The Treasurer and Secretary of SACNAS shall be elected by a majority vote of the Board of Directors.

Section 1.2: Term of Office. The officers of SACNAS shall be installed at the annual meeting at which they are elected and shall hold office for one year until the next annual meeting or until their respective successors shall have been duly elected.

Section 2: The President. The President shall preside at all meetings of the Board of Directors unless the President or the Board of Directors designates another person to preside and, subject to the supervision of the Board of Directors, shall perform all duties customary to the office of the President.

Section 2.1: Election of the President. To be considered for election, candidates for the position of President-Elect will be nominated or self-nominated in accordance with procedures outlined in Article III, Section 2.

Section 2.2: Term of Office of the President. The President shall serve for two (2) years. All Presidents are expected to serve for one (1) year as President-Elect and one (1) year as Past-President. Therefore, a President effectively serves a total of four (4) years: one (1) year as President-Elect, two (2) years as President, and one (1) year as Past-President.

Section 3: The President-Elect and Past-President. In the event the President is unable to serve or perform duties delegated to the President, the President-Elect or Past-President shall serve in the President's place. The President-Elect or Past-President may have such additional duties as delegated to him or her by the Board of Directors or the President.

Section 3.1: Term of Office of the President-Elect and Past-President. The President-Elect and Past-President are both one (1) year offices. All Presidents are expected to serve for one (1) year as President-Elect and one (1) year as Past-President.

Section 4: The Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors; see that all notices are duly given in accordance with the provisions of these bylaws; ensure staff members keep corporate records; and in general, perform all duties incident to the office of Secretary and such other duties as may be assigned by the Board of Directors. In the absence of the Secretary at any meeting, a secretary *pro tempore* shall be appointed by the presiding officer.

Section 4.1: Election of the Secretary. Candidates for the position of Secretary shall come from the Directors and will be elected via secret ballot by a majority vote of the Directors. This election shall occur before completion of the current Secretary's term. Ballots shall only be accepted from Directors who are entitled to cast one vote.

Section 4.2: Term of Office of the Secretary. The Secretary shall serve for one (1) year with the option of being re-elected for additional years if approved by the Directors.

Section 5: The Treasurer. The Treasurer shall be responsible for all SACNAS funds, shall periodically oversee and monitor the disbursement of such funds as ordered by the Directors, and shall require full

and accurate records and accounts be kept in books belonging to SACNAS, showing the transactions thereof, its accounts, liabilities, and financial condition.

Section 5.1: Election of the Treasurer. Candidates for the position of Treasurer shall come from the Directors and will be elected via secret ballot by a majority vote of the Directors. This election shall occur before completion of the current Treasurer's term. Ballots shall only be accepted from Directors who are entitled to cast one vote.

Section 5.2: Term of Office of the Treasurer. The Treasurer shall serve for one (1) year with the option of being re-elected for additional years if approved by the Directors.

Section 6: Executive Director. The Board of Directors shall employ an Executive Director (ED) who shall be the chief executive of SACNAS, report to the President, and be subject to the oversight of the Board of Directors. The ED shall supervise, direct, and control SACNAS' day-to-day activities, business, and affairs. The ED shall employ, supervise, direct, and control such individuals, agents, and consultants as he or she shall deem desirable. The salary of the Executive Director shall be fixed by the Directors from time to time and shall be reasonable and given in return for services rendered to SACNAS that relate to the performance of its purposes. The ED shall serve as *ex officio* on the Board of Directors, but shall not have a vote on the Board of Directors.

Section 7: Resignations. Any officer may resign at any time by delivering a written resignation to the President or Secretary. If the Secretary resigns, written notification must be submitted to the President and if the President resigns, written notification must be submitted to the Secretary. Such resignation shall take effect at the time specified in the notice or immediately if no time is specified.

Section 8. Delegations. A vacancy in any office shall be filled by the Board of Directors for the unexpired term.

Section 9: Authority. If requested by the Board of Directors, any person entrusted with the handling of funds or valuable property of SACNAS shall furnish, at the expense of SACNAS, a fidelity bond approved by the Board of Directors.

ARTICLE V: DIRECTORS' MEETINGS

Section 1: Regular Meetings. Regular meetings of the Board of Directors of the Corporation shall be held at such a date, time, and place as designated by the Board of Directors.

Section 2: Conduct of Directors' Meetings. Meetings shall be governed by rules of procedure determined by the Directors.

Section 3: Special Meetings. Special meetings of the Board of Directors may be called at the direction of the President or by a majority of the voting directors then in office and will be held at such time, day, and place as shall be designated in the notice of the meeting.

Section 4: Notice of Directors' Meetings. Notice of the time, day, and place of any meeting of the Board of Directors shall be given at least seven (7) days prior to the meeting. The purpose for which a special meeting is called shall be stated in the notice. Any Director may waive notice of any meeting by a written statement executed either before or after the meeting. Attendance and participation at a meeting without objection to notice shall also constitute a waiver of notice.

Section 5: Quorum. A majority of the number of Directors in office shall constitute a quorum for the transaction of business. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Directors. A majority shall mean more than fifty percent (50%) of the Directors then entitled to vote.

Section 6: Action by Consent. Any action required or permitted at any meeting of the Directors may be taken without a meeting if written consent to such an action is signed by a majority of the Directors and such written consent is filed with the minutes of the proceedings of the Directors.

Section 7: Meeting by Telephone or by Other Electronic Means. Any one or more Directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar telecommunications device that allows all persons participating in the meeting to hear each other. Participation by telephone or electronic means shall be equivalent to presence in person at the meeting for purposes of determining if a quorum is present. The Directors may take action without a meeting if written consent to the action is signed by all the Directors.

Section 8: Attendance. Attendance at regular or special meetings shall constitute waiver of notice except when a Director states that he or she is attending to object to the conduct of business because the meeting was not lawfully called or convened.

ARTICLE VI: COMMITTEES

Section 1: Committees and Task Forces. To the extent permitted by the Board of Directors, they may create and delegate responsibilities to committees, task forces, subcommittees, advisory panels, and such other groups identified by the Directors to work in areas of significant interest to SACNAS except and excluding the authority to amend bylaws or to approve a merger or sale of all or substantially all corporate assets. Unless authorized to act on behalf of the Board of Directors, such committees, task forces, subcommittees, advisory panels and other groups need not be composed of Directors or members of SACNAS.

ARTICLE VII: AMENDMENTS

These bylaws may be amended or new bylaws adopted upon the affirmative vote of the majority of the membership at any regular or special meeting of the members. The meeting notice shall set forth a summary of the proposed amendments.

ARTICLE VIII: MISCELLANEOUS

Section 1: Fiscal Year. The fiscal year of SACNAS shall begin on July 1 and end on June 30.

Section 2: Corporate Dissolution. On dissolution or final liquidation, the Directors, after paying or making provisions for the payment of all the lawful debts and liabilities of SACNAS, shall distribute all assets of SACNAS: (1) for one or more exempt purposes within the meaning of IRC Section 501(c)(3) or (2) to the federal government or a state or local government for a public purpose within the meaning of IRC Section 170(c)(1). Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county where the principal office of such corporation is then located, exclusively for such purposes, or to such organization or organizations as said court shall determine are organized exclusively for such purposes.

ARTICLE IX: INDEMNIFICATION

Unless otherwise prohibited by law, SACNAS shall indemnify any employee, officer, or Director, and any former Director or officer against any and all liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a Director, officer, or employee other than an action by or in the right of the corporation. However, there shall be no indemnification in relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense, is found to have acted recklessly or with gross negligence, is adjudged to be liable on the basis that a personal benefit was improperly received, or is found liable to SACNAS for damages arising out of his or her own gross negligence in the performance of duty to SACNAS.

In addition, SACNAS shall have the power to indemnify any employee, officer, or Director, and any former Director or officer, for fees and expenses paid in defense of any action, providing they are actually and reasonably incurred, including but not limited to counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such Director, officer, or employee. SACNAS also may advance expenses or, where appropriate, itself undertake the defense of any Director, officer, or employee. However, such Director, officer, or employee shall be liable to repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Article.

The Board of Directors may also authorize the purchase of insurance on behalf of any Director, officer, employee or other agent against any liability incurred by him or her that arises out of such person's status as a Director, officer, employee, or agent whether or not SACNAS would have the power to indemnify the person against that liability under the law.

ARTICLE X: RECORDS, REPORTS, AND OFFICIAL ACTIONS

Section 1: Minutes and Record Keeping. SACNAS shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Board of Directors and shall keep, at its registered or principal office, a record giving the names and addresses of the Directors. The Treasurer shall keep or cause to be kept, at the national office or such other place as the Directors may oversee, records of financial performance of the property and business transactions of SACNAS.

Section 2: Annual Financial Reporting. As soon as practical following the end of the fiscal year, the Treasurer shall prepare or cause to be prepared an annual financial report, which shall be served upon each Director and made available to all members. The annual report shall describe (1) the assets and liabilities of SACNAS at the end of the financial year; (2) the changes in assets and liabilities over the fiscal year; (3) the revenue or receipts of SACNAS, including both restricted and unrestricted funds; and (4) the expenses or disbursements of SACNAS for both restricted and unrestricted purposes.

Section 3: Financial Authorization. All checks, drafts, and orders for payment of money shall be signed in the name of SACNAS by such officers, agents, or persons and in such manner as the Board of Directors shall from time to time direct by resolution.

Section 4: Directors' Rights of Inspection. Every Director shall have the absolute right at any reasonable time to inspect the books, records, documents of every kind, and physical properties of SACNAS and each of its subsidiaries. The inspection may be made in person or by the Director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.