

Proposed SACNAS Bylaws Updates

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 corporation 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 Board) 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. To foster the success of Chicanos/Hispanics and Native Americans, 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 SACNAS mission statement.

ARTICLE II: MEMBERSHIP

Section 1: Classes and Qualifications. The Board shall determine and set forth the qualifications, dues, voting rights, terms, additional categories, and other conditions of each class of member. There shall be the following categories of members:

Section 1.1: Professional Members. Professional members shall be persons who are recognized as professionals working within a STEM-related discipline, professionals who are supportive of advancing diversity and inclusion in STEM, and Postdoctoral fellows or trainees participating in a training program following completion of their graduate degrees in STEM-related fields.

Section 1.2: Student Members. Student members shall be undergraduate or graduate students enrolled in a degree granting program in a STEM-related field or Post-Baccalaureate program participants in a STEM-related field.

Section 1.3: Free memberships. Free basic memberships shall be available to students, professionals, and other persons interested in STEM-related fields.

Section 2: Chapters. The Directors shall determine the qualifications, terms, composition, and any other conditions for Chapters, including the application, approval, and removal processes. 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 application has been accepted by the Chapter Committee and approved by the Directors. Chapters must have a mission that is consistent with the mission of SACNAS and operate in a manner consistent with the mission of SACNAS.

Section 3: 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. Upon removal, the former member will receive written correspondence that explains the decision of the Directors.

Section 4: Voting Rights. Each member having voting rights as defined by the bylaws shall be entitled to one (1) vote on each matter submitted to a vote of the members in their respective membership categories.

Section 4.1: Professional Members. Professional Members shall be entitled to cast one (1) vote in elections for Directors and in all business that the Directors refer to the full membership. Professional Members who are postdoctoral fellows or trainees participating in a training program following completion of their graduate degrees in STEM fields are entitled to the same voting rights.

Section 4.2: Student Members. Student Members shall be entitled to cast one (1) vote in elections to elect student Directors and in all business that the Directors refer to the full membership including election of SACNAS Board President. Post-Baccalaureate program participants are entitled to the same voting rights.

Section 4.3: Other Memberships. Persons with free basic memberships are not eligible to cast votes in the election of any Directors or any other business referred to the full membership.

ARTICLE III: BOARD OF DIRECTORS

Section 1: Membership and Powers. The property and affairs of SACNAS shall be managed and controlled by the Board. The Board shall consist of no less than thirteen (13) members during any given year. An odd number of Board members shall be maintained at all times. The Directors shall consist of individuals elected from the professional membership as well as graduate students elected from the student membership. Student Directors elected must be enrolled at the time of election in an accredited STEM-related program at a graduate or research institution. The Executive Director shall serve as an ex-officio member of the Board but shall be a non-voting member. The Board will determine and approve all rules governing the corporation. 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. 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 upon the affirmative vote of the majority of votes cast by the membership via electronic transmission from the slate put forth to the Board by the Nominations Committee and approved by the Board.

Section 3: Term of Office for the Directors. The terms of office for non-student 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 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.

The terms for Student Directors shall be three (3) years with a limit of one (1) term. The maximum number of consecutive years that a Student Director may serve is three (3). The terms of office shall be staggered such that not all Student Directors finish their terms in any given year. Should an elected student Director switch to a non-STEM related degree program or graduate before their term ends, the Student Director shall be allowed to finish their term.

Section 4: Vacancies. Any vacancy occurring on the Board 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 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. A Director who is found to carry out the duties of office in a manner counter to the interests of SACNAS may be removed from office following discussion by and a majority vote of the remaining voting Directors at any regular meeting or special meeting called expressly for that purpose. 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.

Section 7: Compensation. Directors shall not receive any salary or compensation for their services but are entitled to Director-related expense reimbursement for travel to and from Board meetings as described in the SACNAS travel reimbursement instructions. Any other expenses must be preapproved by the Board.

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 to ensure the success of SACNAS in accomplishing its mission. Directors will observe best ethical practices in conducting fundraising efforts.

ARTICLE IV: BOARD OF DIRECTORS 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. The officers are the President, President-Elect, Immediate Past President, Secretary, and Treasurer. The Executive Director and the individuals they hire to perform the day-to-day operations of SACNAS, 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 eligible SACNAS membership, casting votes by electronic transmission. The Treasurer and Secretary of SACNAS shall be elected by a majority vote of the Board. Only Professional Members may serve as Board Officers.

Section 1.2: Term of Office. The Officers of SACNAS shall be installed on January 1 of the following year after their election, unless otherwise indicated during a special election, or until their respective successors shall have been duly elected.

Section 2: The President. The President shall preside at all meetings of the Board unless the President or the Board designates another person to preside and, subject to the supervision of the Board, 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 a total term of four (4) years including 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 Immediate Past-President shall serve in the President's place as the presiding officer. The President-Elect or Past-President may have such additional duties as delegated to him or her by the Board or the President.

Section 3.1: Term of Office of the President-Elect and Immediate Past-President. The President-Elect and Immediate 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; 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. 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 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 (1) year with the option of being re-elected for one additional year at a time if approved by the Directors.

Section 5: The Treasurer. The Treasurer shall be responsible for all SACNAS funds, chair the Finance Committee, oversee the annual budget process, and periodically oversee and monitor the disbursement of such funds as ordered by the Directors. The Treasurer shall provide financial reports to the board 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 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 one additional year at a time if approved by the Directors.

Section 6: 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 7. Delegations. A vacancy in any Office shall be filled by the Board for the unexpired term.

Section 8: Authority. If requested by the Board, 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.

ARTICLE V: EXECUTIVE DIRECTOR

Section 1: Executive Director. The Board shall employ an Executive Director (ED). The ED conducts the business of SACNAS consistent with the will of the Board and is subject to the oversight of the Board. The President and President-Elect or Immediate Past President, or the President's designee will serve as the Board's point of contact with the ED to facilitate communication. 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 deemed 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.

Section 2: Board Meeting Participation. The ED shall serve as a non-voting ex officio on the Board. The ED does not count toward the quorum at meetings of the Board. Non-voting ex-officio members of a Board, including the ED, have the same rights and obligations as other members of the Board. The SACNAS ED should be informed of and permitted to participate in all Board and Executive Committee meetings, including executive sessions, unless they have a conflict that requires them to recuse themselves or be recused from such meeting.

ARTICLE VI: DIRECTORS' MEETINGS

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

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 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 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 ED and any other ex-officio members do not count toward the meeting quorum. 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 with unanimous written consent of all Board members. Such written consent is to be filed with the minutes of the proceedings of the Board.

Section 7: Meeting by Telephone or by Other Electronic Means. Any one or more Directors may participate in a meeting of the Board by means of a conference telephone or similar telecommunications device that allows all persons participating in the meeting to hear and interact with 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.

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

ARTICLE VII: COMMITTEES

Section 1: Committees, Subcommittees, Task Forces, and Advisory Panels. To the extent permitted by law, the Board may create and delegate responsibilities to committees, subcommittees, task forces, 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 the bylaws or to approve a merger or sale of all or substantially all corporate assets. Unless authorized to act on behalf of the Board, such committees, subcommittees, task forces, advisory panels, and other groups need not be composed of Directors or members of SACNAS. Committees shall provide an annual report to the Board.

Executive Committee. An Executive Committee consisting of the President, Immediate Past President, President-Elect, Treasurer, and Secretary, plans the work of the Board. When necessary and decided upon, the Executive Committee can assume broader functions, make key policy decisions, and take action on behalf of the Board and/or the corporation to the extent permitted by law. The Executive Committee is subject to direction and continuing oversight of the Board and must report its activities and actions to Board. Issues including, but not limited to, major financial changes, disputes, and policy issues shall always be referred to the Board for due consideration and action.

Governance Committee. A Governance Committee oversees the identification, recruitment, orientation, training, and retention of Board members. The committee oversees and evaluates general Board governance and oversees and assures that strategic

planning occurs at least every five years. The Governance Committee will assure that policy documents are up to date and accessible to the SACNAS membership.

Board Nominations Subcommittee. The Board Nominations Subcommittee of the Governance Committee is charged with identifying and recruiting top-tier STEM leaders to serve on the Board. This subcommittee is charged with developing the slate of candidates and presenting to the Board for review and approval prior to elections by the membership.

Finance Committee. The Finance Committee is led by the Board Treasurer to oversee the budget process with the support of the ED, monitor, and report on the financial status and activities of the agency, ensure the financial policies and practices are followed, and oversee investments.

Audit Committee. The Audit Committee provides accountability for and oversees the corporation's independent audit. Where applicable, the Finance Committee may be accountable to assure that recommendations made by the auditor are implemented.

External Relations Committee. The External Relations Committee provides expertise and insight, around fundraising, marketing, communication, branding, and government relations to staff. The committee takes an active lead on raising funds, amplifying our national voice/branding, and evaluating legislation and policy (internal and external) all in relation to SACNAS's mission, goals, and strategic plan.

Programs Committee. The Programs Committee provides expertise around cultural competency, program development, and takes an active lead on helping cultivate and steward relationships with programmatic partners.

Chapters Subcommittee. The Chapters Subcommittee of the Programs Committee supports staff around Chapter programs, including Chapter applications, review, and recommendations for approval to the Board.

Native American/Indigenous Affairs Committee. The Native American/Indigenous Affairs Committee provides strategy, advice, and support to the Board and staff around the creation of programs and initiatives of specific relevance to Native/Indigenous communities.

Membership Committee. The Membership Committee provides strategy, advice, and support to staff around aspects of membership, helps grow the membership base, and makes recommendations to the Board regarding membership models.

ARTICLE VIII: AMENDMENTS

Section 1. Amendment Procedure. A proposed amendment for any portion of these by-laws shall be submitted in writing to the Directors for consideration. Upon review and approval by the Directors, the proposed amendment shall be presented to the

SACNAS membership by the Board. The amendment shall be subject to ratification by a majority vote of the SACNAS members casting votes. A notice of the proposed changes to the bylaws shall be sent to all members and will include a summary of the proposed modifications or additions to the bylaws.

Section 2. Bylaws Approval. These bylaws may be amended, or new bylaws adopted, upon the affirmative vote of the majority of votes cast. Voting may be conducted by electronic transmission or mail ballots. Valid votes must be completed by thirty (30) days of initiation of voting.

ARTICLE IX: MISCELLANEOUS

Section 1: Fiscal Year. The fiscal year of SACNAS shall begin on January 1 and end on December 31.

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 the 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.

Section 3: Governing Law: These Bylaws shall be governed by, and shall be interpreted and construed in accordance with, the laws of the State of Maryland, without regard to conflicts of law provisions.

ARTICLE X: INDEMNIFICATION

Section 1: 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 they are 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 they 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 they are not entitled to indemnification under this Article.

Section 2: Insurance. The Board will authorize and purchase 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 XI: 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 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: Documentation of Policies. Members shall have the right to access and review SACNAS policies described herein via the SACNAS website or by request sent to the SACNAS office by electronic transmission.

Section 3: 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 4: 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 shall from time to time direct by resolution.

Section 5: 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.