

**LOS ANGELES COUNCIL OF BLACK
PROFESSIONAL ENGINEERS**

BY-LAWS

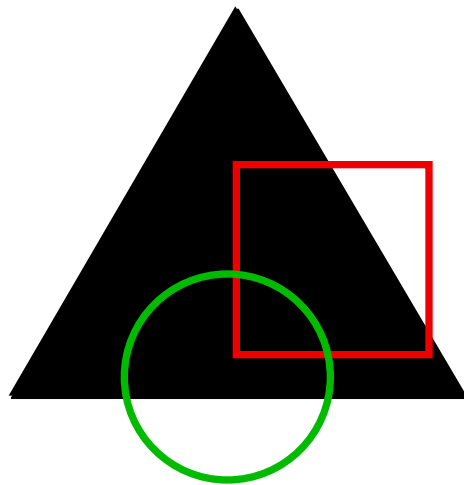


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BY-LAWS, RULES AND REGULATIONS

Section 1.0

- A. Name - - The name of the corporation shall be the Los Angeles Council of Black Professional Engineers
- B. Objectives - - The objectives of the corporation shall be those set forth in its Articles of Corporation

Section 2.0

Administration

The affairs of this corporation shall be administered by a Board of Directors consisting of the elected officers, the immediate past president and three (3) elected members at large, who shall be elected by the voting members of this corporation with such qualifications as shall be determined from time to time by the regular members. Each member of said board shall be a regular member this corporation.

There may also be established such committees as shall be determined from, time to time, consisting of those persons who may be selected thereof, and invited to become members thereof by the Board of Directors.

Section 3.0

Officers

Its elected officers shall consist of a President, a Vice President of Programs, a Vice President of Administration, a Recording Secretary, a Corresponding Secretary and a Treasurer, as determined by the membership. Additional officers (including the chairperson(s) of standing committees) shall be appointed and charged with specific responsibilities by the Board of Directors.

Permanent vacancies occurring during mid-term among officers or other members duly elected, or selected to the Board of Directors, shall be filled as prescribed by this section.

Vacancies of the office of President shall be filled by ascending succession in the following order: Vice President of Administration, Vice President of Programs, Recording Secretary, Corresponding Secretary, Treasurer, regular members of the Board as selected by the Board of Directors.

The requirements for holding elected positions are: For President, the person must; (a) Have served for at least one year on the Board; and (b) Have been a committee chairperson of a standing committee. For Vice President, the person must have been a committee chairperson of a standing committee or have served as a Member-at-Large.

Temporary vacancies shall be filled as provided for in other sections of these By-Laws.

Section 4.0

President

The President is the Chief Executive officer of the Board of Directors and is responsible, and has commensurate authority, to accomplish duties as set forth: Presides at and attends meetings of the Board of Directors, the executive committee, and the general body meetings; Sees that the Board of Directors, executive committee, and officers are kept fully informed of the conditions and operations of the corporation; Supervises the Executive Director; Appoints chairpersons of the Corporation Committees and task forces, with the approval of the Board, outlines the purpose and duties of these committees and monitor progress; Sees that the organizational structure and policies of the corporation comes under review regularly with the Executive Director; Presents an annual report at the annual meeting, at the end of the term, or at other appropriate meetings; The President of the Corporation shall be responsible to the Board of Directors, and, through the appropriate body, to the membership for seeing that the programs and policies of the Corporation reflect the needs and aspirations of the members; and, shall consult and advise the Executive Director on all matters of corporate policies, programs, and finances

Section 5.0

Vice Presidents

The Corporation shall have a Vice President of Administration and a Vice President of Programs. The duties of the two offices shall be as follows:

- A. The Vice President of Administration shall have such powers and perform such duties as shall be assigned by the Board of Directors. The Vice President of Administration shall be a member of the Board of Directors. Shall be empowered with the duties and responsibilities for administering the finances and administration for the Council, and also have such other powers and perform other duties as shall be assigned by the Board of Directors.
- B. The Vice President of Programs shall be empowered with the duties and responsibilities for administering Council programs; and shall have such powers and perform such duties as assigned by the Board of Directors. The Vice President of Programs shall be a member of the Board of Directors.

Section 6.0

Secretaries

The Corporation shall have a Recording Secretary and a Corresponding Secretary. The duties of the two officers shall be as follows:

- A. The Recording Secretary shall keep a record of the proceedings of the Council. He or she shall keep the corporate seal. Upon refusal or inability to act, these duties may be performed by any person whom the Board of Directors may direct. The Recording Secretary shall be a member of the Board of Directors.
- B. The Corresponding Secretary shall keep a record of all correspondence to and from the Council. He or she shall serve all notices required by law or the By-Laws of the Corporation. In case of the Corresponding Secretary's absence, refusal or inability to act, these duties may be performed by any person whom the Board of

Directors may direct. The Corresponding Secretary shall be a member of the Board of Directors.

Section 7.0

Treasurer

The Treasurer's duties shall be such as are implied by the name. He or she shall furnish, prepare and keep a full set of books of accounts, showing all receipts and disbursements of every name and nature, the amount of cash on hand, and the amount of money owed by the corporation or owing to it, and such other information as may be, in the judgment of said Treasurer, pertinent, or such as may be required by the Board of Directors. In case of the Treasurer's absence, refusal or inability to act, these duties may be performed by any person whom the Board of Directors may direct. The Treasurer shall be a member of the Board of Directors.

Section 8.0

Members-at-large

The duties and responsibilities of the members-at-large shall be as defined by the Board of Directors.

Section 9.0

Powers of Directors

- A. General Powers of Directors - The Board of Directors shall have the management of the business of the corporation, and subject to the restrictions imposed by law, by the Articles of Incorporation or by these By-Laws, may exercise all the powers of the corporation.
- B. Specific Powers of Directors - Without prejudice to such general powers, it is hereby expressly declared that the directors shall have the following powers, to-wit:
 - 1. To adopt and alter a common seal of the corporation.
 - 2. To make and change regulations not inconsistent with these By-Laws, for the management of the corporation's business and affairs.
 - 3. To appoint and remove, at pleasure, all agents and employees of the corporation, prescribe their duties, fix their compensation and require from them security for faithful service, if they so deem necessary.
 - 4. To appoint and remove or suspend such subordinate, agents or factors as they may deem necessary, and determine their duties and fix or change, from time to time, their salaries or enumeration.
 - 5. To pay for any property purchased by the corporation, either wholly or partly in money, bonds debentures or other securities of the corporation.
 - 6. To borrow money and to make and issue notes, bonds and other negotiable and transferable instruments, mortgages deeds of trust, trust agreements and to do every act and thing necessary to effectuate the same.

7. To designate, from time to time, the time and place of its meetings or to authorize the resident to do so. To appoint such committee or committees on any subject within the powers of the corporation's Articles of Incorporation and to define the powers and duties of such committee.
 8. To select and designate such bank or trust company as they may deem advisable, as official depository of the funds of the corporation and to prescribe and order the manner in which such deposits shall be made and/or withdrawn.
- C. Compensation of directors - Directors shall not receive any stated salary for their services as directors. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation there for.

Section 10.0

Committees

- A. By resolution or resolutions passed by a majority of the whole board, the President, upon authority conferred upon him or her by the Board of Directors, designates and appoints such committees to have such powers; to exercise such duties or to perform such services as may be prescribed, from time to time, by the a Board of Directors and/or by the President, upon authority conferred upon him or her by the Board of Directors. Such committee or committees shall have such name or names as may be stated in these By-Laws, or as maybe determined, from time to time, by resolution adopted by the Board of Directors.
- B. Each committee shall keep regular minutes of their proceedings and report the same to the Council when required. Each committee shall coordinate its activities with the Board of Directors through a designated member of the Board of Directors.

Section 11.0

Membership

- A. Membership in this corporation shall consist of members as defined in Section 11.B., and other members as may, from time to time, be provided by the Board of Directors when made a part of these By-Laws.
- B. Membership shall be unlimited in number, and shall consist of those persons approved by the membership committee. Each regular or associate membership shall entitle the holder thereof to one vote at all meetings of members of this corporation. Membership is open to anyone trained or participating in the field of Engineering or Applied Science (Mathematics or Science) or allied professions and who subscribes to the goals and objectives of LACBPE. The membership shall consist of the following classes: Donor Members, Regular Members, Associates, Students, Corporate, Honorary Member, and Life Time Members..
 1. Regular Member - A member shall be a regular member if he or she satisfies on of the following
 - (a) He/she is a practicing Engineer, Scientists, or Mathematician, or
 - (b) He/she is recognized by virtue of experience, degree or certification, as an engineer, scientists or mathematician, or

- (c) He/she has been elected to this class of membership by the Board of Directors. Persons on the Council membership rolls as of August 31, 1978 shall be maintained in this class.
2. Associate Member - An Associate membership is open to anyone that shares the objectives of LACBPE. An Associate member may become a Regular Member for good cause in conformance with the provisions of election in Section 11.B.(c).
 3. Student Member - A Student member shall be anyone who is enrolled as a full-time student in an accredited college or university pursuing a degree in Engineering, Science or Mathematics. Full-time is considered as defined by the college or university in which the student is enrolled. No such members shall at anytime be entitled to vote on issues presented to members of this corporation.
 4. Corporate Member - A Corporate member shall be any organization or firm which is interested in supporting the goals and objectives of LACBPE. No such members shall at any time be entitled to vote on issues presented to members of this corporation.
 5. Honorary Member - Membership shall consist of those persons, firms, associations, or organizations affiliated with the Council as selected to this category of membership by the Board of Directors. No such members shall at any time be entitled to vote on issues presented to members of this Corporation.
 6. Donor Members shall be identified as Gold Life, Silver or Bronze Members. These memberships have donated to the Engineers Donor Fund. Each shall be entitled to the benefits of Regular or Associate Membership as appropriate.
 7. Life Memberships - Regular or Associate Membership fully paid for the life of the member. There are two categories: Charter and Gold Life. Gold Life members have contributed to the (EDF) Engineers Donor Fund..

Section 12.0

Membership fees

- A. Annual dues for Regular and Associate members shall be set by the membership and may be changed whenever the Board of Directors determines an adjustment is necessary. Annual dues/fees for student and Corporate membership shall be determined by the Board of Directors. Dues shall be paid on a fiscal year basis, July 1 to the following June 30.
- B. Gold Life member cost is 15 times the regular dues. The term is for the lifetime of the member.
- C. Silver member cost is 7.5 times the regular dues. The fee covers five (5) membership years.
- D. Bronze member cost is 5 times the regular dues. The fee covers three (3) membership years
- E. Donor members: Fifty percent of all payments must be placed into an endowment fund (Engineers Donor Fund) for ongoing operations.

ENDOWMENT FUNDS:

1. The fund shall be managed by the Treasurer in an account completely separate from operations. The money can be invested in conventional financial instruments that provide a reasonable measure of safety and return consistent with comparable Stocks, Bonds, Mutual Funds or Money Market Accounts.
2. Endowment money cannot be used toward operations, or anything else until the value reaches \$50,000. After reaching the access target of \$50,000, a minimum balance of \$40,000 must be retained.
3. The Board will provide oversight to all transactions involving the Endowment Fund.
4. The endowment fund is to be referred to as the Engineers Donor Fund until renamed by a decision of the Board of Directors of the LACBPE.

Section 13.0

Annual Meetings of Members

- A. There shall be an annual meeting of the regular members of this corporation, to be held in the County of Los Angeles, State of California, during the first quarter in each calendar year. The first meeting of the Regular members of this corporation was held on the 26th day of May, 1970.

No change of the time or place for an annual meeting of regular members of this corporation shall be made within sixty (60) days prior to the date set for the next annual meeting of said members. At each annual meeting of regular members of this corporation, there shall be elected a full Board of Directors of for this corporation for the ensuing year, at which meeting, each Regular Member and Associate member shall be entitled to one vote, and at with meeting such other business may be transacted as may be found, from time to time, necessary, desirable or useful. The process for electing a full Board of Directors shall be as described in the following paragraph.

In-order to have continuity on the board from year-to-year, board members shall be voted on in alternate years, with each board member serving one - two (2) year term per each election. In even number years, an election shall be held for the following officers: President, Vice President of Programs, Corresponding Secretary, Member at Large seats #2 and #3. In odd numbered years, an election shall be held for the following officers: Vice President of Administration, Recording Secretary, Treasurer, and Member at Large Seat #1.

Special meetings of the members of this corporation may be called by the President or any two (2) directors, from time to time, and shall be held at such place as the Board of Directors may determine or may be called by any director of this corporation for the purpose of electing members of the Board of Directors, in the event, for any reason, vacancies shall occur in the board reducing the number thereof to less than a quorum.

Notice of the calls for any annual or special meeting of voting members on this corporation shall be given by the Corresponding Secretary or such other officer as the Board of Directors may, from time to time, determine to each regular member not less than five (5) days prior to the date of the holding of such meetings, whether annual or special.

There may be monthly meetings of all members of this corporation, whether regular or otherwise, at which meeting any section may be taken , as the Board of Directors of this

corporation may determine necessary, advisable or useful, except however, no election of directors of this corporation shall occur at such meetings.

Section 14.0

Admission and Termination

- A. Admission: Any applicant meeting the requirements of Section 10.B. of this Article shall be granted membership. The Membership Committee shall verify the status of the applicant for the class of membership for which she/he applies.
- B. Termination: A Regular, Associate, Student or Corporate Membership is terminated from the Council for the following causes:
1. As of the effective date of his/her letter of resignation to the Corresponding Secretary, or
 2. For non-payment of dues, or
 3. By an action which is determined to be detrimental to LACBPE by a majority of the membership present at a regular or special meeting of LACBPE.
- C. Rights of Membership: Only regular and Associate members shall have the right to vote and only regular members may hold office in the organization. All other classes of membership (student, corporate and honorary) shall receive all appropriate publications and be eligible to participate in any council programs that are designated as being open for all classes of membership.

Section 15.0

Liability of Members

No member of this corporation, either regular or otherwise, shall be personally or otherwise liable for any of the debts, liabilities and/or obligations of this corporation.

Section 16.0

Honorary, or other Members

The Board of Directors shall have power to admit by invitation as honorary, or other members of this corporation and for such periods as they may elect, such persons of prominence or note, as it may think proper, or such persons that may render this corporation any single benefit or service which may wish to recognize in this manner and to renew such invitations at its discretion. Such members shall enjoy such privileges and benefits as may be determined by the Board of Directors, except that they shall not vote or hold office.

Section 17.0

Donations

This corporation may accept gifts, legacies, donations and/or contributions and in any form, from time to time, upon such terms and conditions as may be decided, from time to time, by the Board of Directors.

Section 18.0

Miscellaneous Provisions

- A. Corporate Seal: The Corporate seal of this corporation shall be in such form as the Board of Directors shall determine and shall contain the name of the corporation, the date and the state of its creation, and such other matters as the Board of Directors, in their discretion, may determine. Said seal may be used by causing it or a facsimile thereof to be impressed, affixed, reproduced or otherwise.

No person or entity shall make or use the seal or logo of the Council, or any cut, facsimile or reproduction of said seal or logo, or make or use any seal or logo or any design which is an imitation of the Council or the design thereof, for any purpose other than for purposes of the Council, its officers or committees without the expressed written consent of the Board of Directors.

- B. Stationary and Publications: No person or entity shall
- (a) Make of the Council stationary or publications, or
 - (b) reproduce said stationary or publications, or
 - (c) transfer said stationary or publications to persons or entities which are not regular or associate members.

without the expressed written consent of the Board of Directors.

- C. Principal Office: The principal office shall be established and maintained in the City of Los Angeles, county of Los Angeles, State of California.

- D. Other offices: Other offices of the corporation may be established as such places as the Board of Directors may, from time to time, designate or the business of the corporation may require.

- E. Checks. Drafts. Notes: All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation for all debts of the corporation shall be signed by the President or the Treasurer and another officer. All disbursements of funds shall be approved by the Board of Directors.

- F. Notice and Waiver of Notice: Whenever any notice is required by these By-Laws to be given, personal notice is not meant unless expressly so stated; and any notice so required shall be deemed to be sufficient if given by depositing the same in a post office box in a sealed post-paid wrapper, addressed to the person entitled thereto at his/her last known post office address, and such notice shall be deemed to have been given on the day of such mailing. Any notice required to be given under these By-Laws may be waived by the person entitled thereto. Members not entitled to vote shall not be entitled to receive notice of any meeting except as otherwise provided by statute.

- G. Assent to Meetings: any action of the majority of the Board of Directors of this corporation, although not at a regularly called meeting and the record thereof is assented to in writing by all of the other members of the board, shall always be as valid and effective in all respects as if passed by the board at a regular meeting.

H. Copyright: The Council reserves the right to approve the use of any materials and/or findings produced by and/or for its programs and services.

I. Grants and Administration:

1. Management: The Executive Director has the responsibility for overseeing the management and administration of all grants and contributions. Oversight will be approved by the Board of Directors.
2. Fiscal accountability: The treasurer shall be responsible for the accurate accounting of all funds received including, but not limited to, restricted, unrestricted and sponsored projects. All fiscal matters are to be reviewed quarterly by a Certified Public Accountant.

J. Compensation and Benefits: The Executive Director has responsibility for administering the Council's compensation package set by the Executive Committee of the Board of Director.

Compensation rates are to be established using competitive fair market rates. This information will be obtained annually through the use of salary surveys. all recommendations must be reviewed by the and approved by the Board of Directors. Wage and salary rates and merit increase pools must be approved by the Board of Directors.

Section 19.0

Fiscal Year

Fiscal Year: The fiscal year of this corporation shall end on June 30th of each calendar year.

Section 20.0

Amendment

Amendment Of By-Laws: The regular members, by the affirmative vote of the holders of a majority of such membership issued and outstanding, or the directors, by the affirmative vote of a majority of the directors, may at any meeting, provided the substance of the proposed amendment shall have been circulated to the full membership of the corporation for a period of a minimum of fourteen (14) calendar days prior to the meeting stated in the agenda of the meetings, amend or alter any of these By-Laws.