

**NATIONAL SOCIETY OF BLACK ENGINEERS
DFW PROFESSIONALS**



CONSTITUTION
(Revised April 28, 2023)

TABLE OF CONTENTS

PREAMBLE	3
ARTICLE I – NAME	3
ARTICLE II – PURPOSE, OBJECTIVES, AND MISSION	3
ARTICLE III – MEMBERSHIP	3
ARTICLE IV – ORGANIZATION	4
ARTICLE V – VOTING	5
ARTICLE VI – DUES	5
ARTICLE VII – ADMINISTRATION	6
ARTICLE VIII – NOMINATIONS AND ELECTIONS	7
ARTICLE IX – OPERATIONS	7
ARTICLE X – OFFICES	8
ARTICLE XI – DUTIES OF ELECTED AND APPOINTED OFFICERS	10
ARTICLE XII – COMMITTEES	12
ARTICLE XIII – QUORUM	15
ARTICLE XIV – MEETINGS	15
ARTICLE XV - AMENDMENTS	16
ARTICLE XVI – PARLIAMENTARY AUTHORITY	16
ARTICLE XVII – INTERPRETATIONS	16

NATIONAL SOCIETY OF BLACK ENGINEERS—DFW PROFESSIONALS CONSTITUTION (REV. 5 – July 20, 2019)

PREAMBLE

The DFW Professionals Chapter of the National Society of Black Engineers does hereby dedicate itself to the development of intensive programs for increasing Black and other ethnic minority participation in the field of engineering and engineering technology. These programs will be initiated within the business and academic community and will serve to strengthen relations between professional industry and the community. Members of this organization are encouraged to join and participate in their individual professional societies. This organization will endeavor to provide general counseling to all.

ARTICLE I – NAME

This organization is the DFW Professionals Chapter of the National Society of Black Engineers, Inc., a not-for-profit corporation organized under the laws of the State of Texas with headquarters located in Alexandria, Virginia. The name of this chapter shall be the National Society of Black Engineers – DFW Professionals.

ARTICLE II – PURPOSE, OBJECTIVES, AND MISSION

The purpose of this organization is to support the National Society of Black Engineers (the “National Society”) in a way that: develops and enhances its programs, increases technical awareness, encourages scholastic achievement, and stimulates enthusiasm in the Black engineering community to promote technical expertise, professionalism and fellowship among Black and minority engineers.

The objectives of this organization shall be to support the objectives of the National Society. Although the organization may support political issues, it may not endorse any candidate for public office.

The mission of the National Society of Black Engineers is “to increase the number of culturally responsible Black Engineers who excel academically, succeed professionally and positively impact the community.

ARTICLE III – MEMBERSHIP

Section 1.

Membership in the National Society of Black Engineers – DFW Professionals (the “NSBE DFW Professionals Chapter”) shall be designated as NSBE DFW Professional member.

Section 2.

Professional member shall be defined as a person:

- (a) who supports the goals of the NSBE DFW Professionals Chapter; and
- (b) has registered through payment of annual membership fees.

Section 3.

Applications for NSBE DFW Professionals Chapter membership must be submitted to the Membership Chair and processed in a manner acceptable to both the National Society and NSBE DFW Professionals Chapter.

Section 4.

Membership and participation shall be free from discrimination based on race, color, religion, national origin, sex, age, disability, or veteran status.

Section 5.

Membership may be forfeited or terminated upon violation of any rule or by-law and/or any conduct determined by the Executive Board or a majority of the NSBE DFW Professionals Chapter members as a major infraction of the philosophy, purpose, and intent of the NSBE DFW Professionals Chapter. Termination of membership shall be consistent with the Procedure for Expulsion defined in the NSBE-Professionals Operating Guidelines.

Section 6.

A member may at any time file a resignation in writing with the Secretary, and it shall take effect immediately.

ARTICLE IV – ORGANIZATION

The NSBE DFW Professionals Chapter Organizational Structure is to be the following:

President – Director of the NSBE DFW Professionals Chapter Vision

- (a) The Advisory Board, Elections Committee, President Emeritus, and Parliamentarian all report directly to the President.

Vice President – Director of Membership Zone

- (a) Directly oversees and insures that the following committees are functional: Membership and Social.

Secretary – Director of Communications Zone

- (a) Directly oversees the following committees: Technology and Publications.

Treasurer – Director of Finance Zone

- (a) Directly oversees the following committees: Finance, Corporate Partner Chair, and Gala.

Programs Chair – Director of Programs Zone

- (a) Directly oversees and insures that the following committees are functional: Professional Development, College Initiative, and Pre-College Initiative.

ARTICLE V – VOTING

Section 1.

Each professional member shall be entitled to one (1) vote in all NSBE DFW Professionals Chapter general body meetings in which membership is held.

Section 2.

The NSBE DFW Professionals Chapter shall select two (2) delegates to cast votes in professional regional and national business. These members must be in good standing on both a national and local level. Delegates will be appointed by the Executive Board.

ARTICLE VI – DUES

Section 1.

Annual membership dues shall be reviewed annually by the Executive Board.

Section 2.

Changes in membership dues can be made only by a two-thirds (2/3) vote of the members upon the recommendation of the Executive Board.

Section 3.

Dues cannot and will not be prorated.

Section 4.

The Executive Board shall annually determine the special membership for Graduate Engineering students, RECENT Baccalaureate Engineering Graduates, and RECENT NSBE student members. These fees shall be in accordance with the NSBE-Professionals Operating Guidelines.

Section 5.

Dues shall not be refunded in the case of forfeiture or resignation of membership.

Section 6.

Lifetime membership dues shall be determined by the National Society executive board and paid directly to the National Society.

Section 7.

All NSBE DFW Professionals Chapter Executive Board members must pay national and local dues no later than fourteen (14) days after the beginning of the National Society fiscal year.

ARTICLE VII – ADMINISTRATION

Section 1.

There shall be a NSBE DFW Professionals Chapter Executive Board which shall consist of the:

- (a) President
- (b) President Emeritus
- (c) Vice President
- (d) Secretary
- (e) Treasurer
- (f) Programs Chair
- (g) Parliamentarian
- (h) Standing Committee Chairs

Section 2.

The Executive Board:

- (a) Shall determine all questions of policy and shall administer the affairs of the NSBE DFW Professionals Chapter under the Constitution and the general provisions of the law under which the National Society of Black Engineers are incorporated.
- (b) Shall be subject to the orders of the membership and none of its acts shall conflict with decisions made by the vote of the general body or other goals and objectives of the NSBE DFW Professionals Chapter.
- (c) Shall not receive any salary for service.
- (d) Shall make recommendations to the NSBE DFW Professionals Chapter members.
- (e) Shall coordinate activities at all levels of the NSBE DFW Professionals Chapter.

Section 3.

There shall be an Advisory Board of the NSBE DFW Professionals Chapter. The number and selection of members shall be determined by the Executive Board.

Section 4.

The Advisory Board shall serve to advise the NSBE DFW Professionals Chapter on achieving its objective and mission.

ARTICLE VIII – NOMINATIONS AND ELECTIONS

Section 1.

A slate of candidates for election shall be circulated for receipt by all voting members no less than thirty (30) days prior to the date on which elections will be held. Said circulation shall include the date, time, and place of elections and shall constitute full and proper notice of elections.

Section 2.

Nominations may be received from the floor immediately prior to the time of elections.

Section 3.

Election of officers shall be by ballot and by a majority vote of the voting members present during the May General Body meeting.

ARTICLE IX – OPERATIONS

Section 1.

The fiscal year of the NSBE DFW Professionals Chapter shall concur with that of the National Society.

Section 2.

Except as otherwise provided by law, checks, drafts, promissory notes, orders for payment of money, and other evidence of indebtedness of the NSBE DFW Professionals Chapter will be signed by the Treasurer and countersigned by the President or an Executive Board member designated by the President. Contracts, leases, or other instruments executed in the name of and on behalf of the NSBE DFW Professionals Chapter will be signed by the Secretary and countersigned by the President.

Section 3.

The NSBE DFW Professionals Chapter will keep correct and complete books and records of account and will also keep minutes of the proceedings of its members, Executive Board, and Standing Committees. The NSBE DFW Professionals Chapter will keep a membership register giving the names and addresses and showing the classes and other details of the membership of each class and the original or a copy of its Constitution, including amendments to date, on file for viewing by any member who gives reasonable written notice of request for such viewing.

Section 4.

The NSBE DFW Professionals Chapter shall submit reports to the national office as outlined in the Alumni Operating Guidelines.

ARTICLE X – OFFICES

Section 1.

All elected offices will be held by members in good standing and free from disciplinary action or probation.

Section 2.

The elected offices of the Executive Board, hereafter collectively referred to as the “Executive Officers,” are:

- (a) President
- (b) Vice President
- (c) Secretary
- (d) Treasurer
- (e) Programs Chair

Section 3.

Any member of the NSBE DFW Professionals Chapter is eligible for elected office if he or she is:

- (a) an active professional member; and
- (b) free from disciplinary action or probation.

Section 4.

Full-time graduate students may not hold an elected office simultaneously in a NSBE student chapter and NSBE DFW Professionals Chapter.

Section 5.

The Executive Board-elect shall take office June 1st following the elections and shall serve a one (1) year term.

Section 6.

Should a vacancy occur in the office of President, the remainder of the term shall be filled by the Vice President. Should a vacancy occur in office other than President, the remainder of the term shall be filled by appointment by the President, subject to approval by the Executive Board.

Section 7.

Each officer shall serve for a term of one (1) year. Any professional member is allowed to serve any number of terms, including consecutive terms in the same position.

Section 8.

Impeachment and removal of an Executive Officer or Officers shall be conducted in accordance with the NSBE Professionals Chapter Operating Guidelines.

Section 9.

The previous President shall serve as President-Emeritus, with the approval of the Executive Board.

- (a) The President-Emeritus shall serve as an advisor to the Executive Board and shall not have a vote as President-Emeritus. The term shall be one (1) year beginning June 1st after elections of officers.

Section 10.

There shall be a Parliamentarian appointed by the President and approved by the Executive Board who:

- (a) Shall serve as an advisory member of the board and shall not vote.
- (b) Shall serve as a resource on parliamentary procedure.

Section 11.

Elections of Offices

- (a) Elections of Offices will take place annually.
- (b) The Executive Board shall appoint an election committee to compile and disseminate documents and procedures to members seeking office. This election committee will also coordinate the election with the supervision of the Parliamentarian.

Section 12.

Executive Officers and appointed officers may serve on the Regional or National NSBE Executive Board.

ARTICLE XI – DUTIES OF ELECTED AND APPOINTED OFFICERS

Section 1.

The duties of the Executive Officers and appointed officers are:

(a) President:

- i. Shall preside over all official meetings of the NSBE DFW Professionals Chapter.
- ii. Shall serve as the representative of the NSBE DFW Professionals Chapter.
- iii. Shall appoint standing and special committee chairpersons (the “appointed officers”) with the advice and consent of the Executive Officers, except where otherwise provided for in this document.
- iv. Shall not be entitled to vote on any NSBE DFW Professionals Chapter matter while presiding over the General Membership, Executive Board, or Standing Committee, with the exception of ties and elections.
- v. Shall be an ex officio member of all standing committees.
- vi. Shall render reports and accountings to the General Membership, the NSBE DFW Professionals Chapter Executive Board, and National Office as required by the National Operating Guidelines.
- vii. Shall have the general powers and duties of management usually invested in the office of President including general supervision, direction, and control of the business affairs of the NSBE DFW Professionals Chapter.

(b) Vice President

- i. Shall preside in the absence or the inability of the President.
- ii. Shall perform any activities, duties, and responsibilities as designated by the President.
- iii. Will act as the Director of the “Membership Zone” of the NSBE DFW Professionals Chapter and thereby oversee the Membership and Social standing committees.
- iv. Shall render reports and accountings to the General Membership, the NSBE DFW Professionals Chapter Executive Board, and National Office as required by the National Operating Guidelines.
- v. Shall work with the Regional Membership Chairperson in order to develop initiatives in keeping with the goals of the National Society.

(c) Secretary

- i. Shall fill and countersign all certificates issued and keep and make proper entries in the books of the NSBE DFW Professionals Chapter.
- ii. Shall serve all notices required by law or the By-laws.

- iii. Shall record accurately the minutes of all meetings of the General Membership and the Executive Board and make available the minutes to all members upon request.
- iv. Shall keep or cause to be kept a register that shows the names, addresses, and phone numbers of the current officers.
- v. Shall maintain a copy of the most updated version of the NSBE DFW Professionals Constitution, NSBE Professionals Operating Guidelines, NSBE Constitution, NSBE Bylaws and Election Guidelines. Shall publish and disperse said documents as necessary required or requested.
- vi. Shall require from the Executive Board, standing committees, and special committees of the NSBE DFW Professionals Chapter a record of the activities of said body.
- vii. Shall render reports and accountings to the General Membership, the NSBE DFW Professionals Chapter Executive Board, and National Office as required by the National Operating Guidelines.
- viii. Will act as the Director of the “Communications Zone” of the NSBE DFW Professionals Chapter and thereby oversee the Telecommunications and Publications standing committees.
- ix. In case of absence, refusal, or inability to act, the duties of the office may be performed by any person whom the Executive Board may direct.

(d) Treasurer:

- i. Shall keep accounts and deposit organization funds of the NSBE DFW Professionals Chapter Treasury. Accounts should reflect the financial conditions, business transactions, assets, liabilities, properties, receipts, disbursements, gains, losses, and financial trends of the NSBE DFW Professionals Chapter. Depositories and valuables shall be in the name of the association and in a manner prescribed by the Executive Board.
- ii. Shall ensure that expenditures made for the NSBE DFW Professionals Chapter’s business be in a manner approved by the Executive Board.
- iii. Shall maintain the membership roll and collect annual dues of the NSBE DFW Professionals Chapter in a manner developed along with the Executive Board.
- iv. Shall render reports and accountings to the General membership, the NSBE DFW Professionals Chapter Executive Board, and National Office as required by the National Operating Guidelines.
- v. Shall ensure on a periodic basis that the book of accounts be audited in a manner prescribed by the Executive Board.
- vi. Will act as the Director of the “Finance Zone” of the NSBE DFW Professionals Chapter and thereby oversee the Finance, Membership, Social, and Gala standing committees.

(e) Programs Chair

- i. Shall lead the planning and execution of any national signature programs.

- ii. Will act as the Director of the “Programs Zone” of the NSBE DFW Professionals Chapter and thereby oversee the Professional Development, College Initiative, and Pre-College Initiative standing committees.
 - iii. Shall render reports and accountings to the General Membership, the NSBE DFW Professionals Chapter Executive Board, and National Office as required by the National Operating Guidelines.
 - iv. Shall work with the Regional Programs Chairperson in order to develop programs in keeping with the goals of the National Society.
- (f) Committee Chairs:
- i. Shall execute the duties of the committees.
 - ii. Shall render reports and accountings to the General Membership, the NSBE DFW Professionals Chapter Executive Board, and National Office as required by the National Operating Guidelines.

ARTICLE XII – COMMITTEES

Section 1.

There shall be twelve (12) standing committees of NSBE DFW Professionals Chapter:

- (a) Technology
- (b) Publications
- (c) Finance
- (d) Membership
- (e) Professional Development
- (f) College Initiative
- (g) Pre-College Initiative
- (h) Social
- (i) Gala
- (j) Scholarship
- (k) Historian
- (l) Corporate Partner Chair

Section 2.

Standing committees have the following duties:

- (a) Technology
 - i. Shall be responsible for development, maintenance, and implementation of the NSBE DFW Professionals Chapter Internet site.
 - ii. Shall be responsible for management of the NSBE DFW Professionals Chapter electronic mail list server.

(b) Publications

- i. Shall be responsible for the creation of media to promote NSBE DFW Professionals Chapter events.
- ii. Shall be responsible for the coordination, publication, and distribution of the NSBE DFW Professionals Chapter Newsletter.
- iii. In cooperation with the Technology committee, shall be responsible for publicity of major NSBE DFW Professionals Chapter events.

(c) Finance

- i. The Finance Committee Chair shall lead his/her committee in developing events/campaigns to generate revenue for scholarships and general operational costs.
- ii. Shall identify and secure new financial resources.
- iii. Shall review short, intermediate, and long-term financial goals and objectives; measure performance; assist members to the fullest extent possible in goal achievement; and institute control systems to facilitate the administrative process.
- iv. Shall audit the book accounts on an annual basis.

(d) Membership

- i. Shall coordinate events and other mechanisms for the recruitment of potential new members.
- ii. Shall process membership applications into the NSBE DFW Professionals Chapter.
- iii. Shall welcome and orient new NSBE DFW Professionals Chapter members into the National Society and the NSBE DFW Professionals Chapter.
- iv. Shall focus on membership retention.

(e) Professional Development

- i. Shall coordinate the programs and professional development activities that accomplish the stated goals and objectives of National Society and the NSBE DFW Professionals Chapter.

(f) College Initiative

- i. Shall be responsible for forging and retaining a working relationship between the NSBE DFW Professionals Chapter and local Dallas/Fort Worth Metroplex NSBE student chapters.
- ii. Shall be responsible for coordinating and sponsoring various activities/programs geared toward academic development among college students.

- iii. In cooperation with the Pre-College Initiative Committee, shall be responsible for coordinating and sponsoring various activities geared towards introducing and preparing pre-college students to various aspects of college life.
- (g) Pre-College Initiative
- i. Shall be responsible for coordinating and sponsoring various activities/programs geared towards the promotion of academic excellence, leadership, and technical and cultural awareness among pre-college students.
- (h) Social
- i. Shall be responsible for coordinating NSBE DFW Professionals Chapter social events for the purpose of networking with NSBE DFW Professionals Chapter members, other non-profits that share a common interest to positively impact the community, and members of the community not affiliated with any organization but supportive of the NSBE DFW Professionals Chapter's mission.
 - ii. Shall be responsible for coordinating at least two (2) annual NSBE DFW Professionals Chapter social events for the purpose of fundraising.
- (i) Gala
- i. Shall be responsible for the planning and implementation of the NSBE DFW Professionals Chapter Annual Scholarship Banquet/Gala.
- (j) Scholarship
- i. Shall be responsible for the development of the scholarship application, criteria, promotion, and award deadlines.
 - ii. Develop committee to review application submissions and select award recipients.
 - iii. Obtain scholarship awards to be distributed and contact scholarship recipients to congratulate and invite to awards banquet/gala.
- (k) Historian
- i. The Historian shall keep an ongoing collection of NSBE DFW Professionals Chapter event photos and distribute a quarterly newsletter to sponsors and community partners.
 - ii. Coordinate with the telecommunications chair to incorporate in the NSBE DFW Professionals Chapter website and social media.
- (l) Corporate Partner Chair
- i. The Committee Chair shall lead his/her committee in developing events/campaigns to generate revenue for scholarships and general operational costs.

- ii. Update and distribute our corporate solicitation package to old/new and local community organizations that give to nonprofits
- iii. Maintain corporate relationships throughout the year through check-ins and ensuring all deliverables are met as stated in the partnership agreements
- iv. Maintain and update corporate partnership package
- v. Maintain corporate contacts (HR points of contact, ERG leaders, Diversity, Equity & Inclusion leaders, etc).

Section 3.

In addition to the above duties, the committees will carry out assignments deemed necessary by the Executive Board.

Section 4.

The Executive Board will create and appoint chairs for any special committee(s) as the need arises. The Executive Board will also assign duties to such committee(s) accordingly.

Section 5.

When operating under a budget deficit, all standing committees – other than the finance committee – may conduct Executive Board approved fundraising activities to meet expenses for their own committee-sponsored events, subject to approval by the Executive Board. Surplus funds generated from such activities shall be turned over to the Treasury.

ARTICLE XIII – QUORUM

Section 1.

A quorum is necessary to conduct the official business of the NSBE DFW Professionals Chapter.

Section 2.

A quorum shall consist of:

- (a) Three (3) Executive Board members, including either the President or Vice President, and at least five (5) alumni members at a General Membership meeting.
- (b) Six (6) members of the Executive Board, including either the President or Vice President, for an Executive Board meeting.
- (c) The Standing Committee Chairperson or Vice Chairperson and two (2) active committee members for a Standing Committee meeting.

ARTICLE XIV – MEETINGS

Section 1.

The General Membership and the Executive Board shall meet at least quarterly.

Section 2.

Special meetings may be called by the President, a majority of the Executive Board, or a majority of the General Membership, provided that notice is given seven (7) days in advance. In order to transact business at such meetings a quorum must be present.

Section 3.

Meeting time and place should be determined by consensus, voting, or the discretion of the President.

Section 4.

The duration of meetings should not be longer than one and one-half (1.5) hours.

ARTICLE XV - AMENDMENTS

Section 1.

Proposed amendments to this Constitution shall be approved and ratified by a two- thirds (2/3) vote of the Executive Board.

Section 2.

Proposed amendments must be submitted in written form by a professional member to the Executive Board for review. The proposal must be clearly stated and justified.

ARTICLE XVI – PARLIAMENTARY AUTHORITY

Robert’s Rules of Order Newly Revised shall govern the proceedings of this NSBE DFW Professionals Chapter in all cases not provided for in the NSBE DFW Professionals Chapter Constitution, NSBE Professionals Operating Guidelines, NSBE Constitution, or NSBE By-laws.

ARTICLE XVII – INTERPRETATIONS

All questions of interpretations of the NSBE DFW Professionals Chapter Constitution shall be addressed and answered by the Executive Board.