

# **NATIONAL SOCIETY OF BLACK ENGINEERS—DFW PROFESSIONALS**

## **CONSTITUTION (REV. 3 – May 22, 2014)**

### **PREAMBLE**

The DFW Professionals of the National Society of Black Engineers –does hereby dedicate itself to the development of intensive programs for increasing African American 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 in a way that: develops and enhances its programs, increases technical awareness, encourages scholastic achievement, and stimulates enthusiasm in the Black engineering community in order 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 organization. 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 NSBE DFW Professionals shall be designated as alumni member, affiliate member, lifetime member or honorary member.

Section 2. Alumni member shall be defined as:

(a) i) a person who has received a Bachelor's degree or advanced degree from an Accredited Educational Institution in engineering, engineering technology, or applied/physical science as defined using an approved standard, or

ii) a candidate for an advanced degree in engineering, engineering technology or applied science as defined using an approved standard, from an Accredited Educational Institution,

(b) and has registered through payment of annual membership fees.

Section 3. Affiliate Member shall be defined as:

(a) i) a person who is not a candidate for a degree in one of the areas defined in Article III, Section 2 (a) (i) and (ii) and who does have voting power, but is exempt from positions including, but not limited to a Chapter President, Vice President, Secretary, Treasurer or a position of Delegate.

ii) Works in the field of engineering, engineering technology or applied/physical science; or

iii) Supports the goals of NSBE DFW Professionals; and

(b) and has registered through payment of annual membership fees.

Section 4. Lifetime Member shall be defined as:

a person that qualifies for any of the membership categories described in Article III, Section 2 or 3, has completed the Lifetime Membership Application, and has received a receipt verifying that lifetime membership dues have been paid in full.

Section 5. Honorary Member shall be defined as:

(a) i) a person who does not meet the definition of Student, Affiliate, NSBE Jr., Alumni, or Lifetime member but has contributed through efforts in support of the goal of the National Society and has been nominated by a an alumni member, affiliate member, or lifetime member of NSBE DFW Professionals and has formally accepted the nomination.

ii) this person may be granted a one year membership or lifetime membership at the discretion of the NSBE DFW Professionals Executive Board.

iii) and who does not have voting power. And as such is exempt from positions including, but not limited to, a Chapter President, Vice President, Secretary, Treasurer or a position of Delegate.

Section 6. Applications for NSBE DFW Professionals membership must be submitted to the Chapter for review. The Chairperson of the Membership Committee shall review all applications and recommend to the Executive Board

acceptance or rejection. Upon acceptance, membership will be processed in a manner acceptable to both the National Society and NSBE DFW Professionals

Section 7. Membership and participation shall be free from discrimination on the basis of sex, race, religion, ethnic group, age or national origin or country of adobe.

Section 8. 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 members as a major infraction of the philosophy, purpose, and intent of this organization. Termination of membership shall be consistent with the Procedure for Expulsion defined in the NSBE-AE Alumni Operating Guidelines.

Section 9. 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 Organizational Structure is to be the following: President - Director of Chapter Vision

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

Vice President - Director of Programs Zone

Directly oversees and insured that the following committees are functional: Professional Development, College Initiative and Pre-College Initiative

Secretary - Director of Communications Zone

Directly oversees the following committees: Telecommunications and Publications.

Treasurer - Director of Finance/Membership Zone

Directly oversees the following committees: Membership, Finance, Social and Banquet.

#### **ARTICLE V - Voting**

Section 1. Each alumni and affiliate member shall be entitled to one vote in all chapter general body meetings in which membership is held.

Section 2. Honorary members shall not be entitled to vote.

Section 3. The NSBE DFW Professionals shall select two delegates to cast votes in alumni 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 shall be reviewed annually by the Executive Board.

Section 2. Changes in membership can be made only by a two-thirds 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-AE 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 NSBE National executive board and paid directly to Nationals.

Section 7. All NSBE DFW Professionals executive board members must pay national and local dues no later than fourteen (14) days after the beginning of the National NSBE fiscal year.

## **ARTICLE VII - Administration**

Section 1. There shall be an NSBE DFW Professionals Executive Board which shall consist of the:

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

Section 2. The Executive Board:

(a) Shall determine all questions of policy and shall administer the affairs of the 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, other goals and objectives of the organization.

(c) Shall not receive any salary for service.

(d) Shall make recommendations to the NSBE Professionals.

(e) Shall coordinate activities at all levels of the NSBE DFW Professionals Chapter.

Section 3. There shall be an Advisory Board of the Chapter. The number and selection of members shall be determined by the Executive Board.

Section 4. The Advisory Board shall serve to advise the organization 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 April General Body meeting.

### **ARTICLE IX - Operations**

Section 1. The fiscal year of the NSBE DFW Professionals 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 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 Chapter will be signed by the Secretary and countersigned by the President.

Section 3. The 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 Chapter will keep a membership register giving the name, addresses, and showing 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 giving reasonable written notice of request for such viewing.

Section 4. The 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 referred to as the Executive Officers are:

- (a) President
- (b) Vice President
- (c) Secretary
- (d) Treasurer

Section 3. Any member of the NSBE DFW Professionals is eligible for elected office IF he or she is:

- (a) an active alumni or lifetime member,
- (b) and is 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.

Section 5. The Executive Board-elect shall take office May 1st following the elections and shall serve a one-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, and shall not serve in the same office more than two (2) consecutive terms. Unless the position remains vacant, in which case they can serve an addition term if they received a two-thirds (2/3) affirmative vote of the Executive Board.

Section 8. Impeachment and removal of an elected officer or officers shall be conducted in accordance with the NSBE Professionals 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 May 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. This committee will convene no later than January to plan chapter elections and facilitate transition. The committee will disband at the end of May.

Section 12. Elected and appointed officers may serve on the National NSBE Advisory Board.

**ARTICLE XI - Duties of Elected and Appointed Officers**

Section 1. The duties of the elected and appointed officers are:

(a) President:

- (i) Shall preside over all official meetings of the Chapter.
- (ii) Shall serve as the representative of the Chapter.
- (iii) Shall appoint standing and special committee chairpersons 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 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 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 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 “Programs Zone” of the chapter, and thereby oversee the Professional Development, College Initiative and Pre-College Initiative standing committees.
- (iv) Shall render reports and accountings to the General Membership, the Chapter Executive Board, and National Office as required by the National Operating Guidelines.
- (v) Shall work with the Regional Programs Chairperson in order to develop uniform programs within the chapter in keeping with the goals of the Society.

(c) Secretary

- (i) Shall fill and countersign all certificates issued and keep and make proper entries in the books of the 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 Chapter, a record of the activities of said body.

(vii) Shall render reports and accountings to the General Membership, the 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 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 Treasury. Accounts should reflect the financial conditions, business transactions, assets, liabilities properties, receipts, disbursements, gains, losses, and financial trends of the organization. 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 Chapter’s business be in a manner approved by the Executive Board.

(iii) Shall maintain the membership roll and collect annual dues of the Chapter in a manner developed along with the Executive Board.

(iv) Shall render reports and accountings to the General membership, the 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/Membership Zone” of the chapter, and thereby oversee the Finance, Membership, Social and Banquet standing committees.

(e) Committee Chairs:

(i) Shall execute the duties of the committees.

(ii) Shall render reports and accountings to the General membership, the Chapter Executive Board, and National Office as required by the National Operating Guidelines.

## **ARTICLE XII - Committees**

Section 1. There shall be nine (9) standing committees of NSBE DFW Professionals:

(a) Telecommunications

(b) Publications



- (c) Finance
- (d) Membership
- (e) Professional Development
- (f) College Initiative
- (g) Pre-College Initiative
- (h) Social
- (i) Banquet
- (j) Scholarship
- (k) Historian
- (l) Fundraising

Section 2. Standing committees have the following duties:

(a) Telecommunications

(i) Shall be responsible for development, maintenance and implementation of the NSBE DFW Professionals Internet site.

(ii) Shall be responsible for management of the NSBE DFW Professionals electronic mail listserver.

(b) Publications

(i) Shall be responsible for the coordination, publication, and distribution of the NSBE DFW Professionals Chapter Newsletter.

(ii) In cooperation with the Telecommunications committee, shall be responsible for publicity of major chapter events.

(c) Finance

(i) Shall identify and secure new financial resources.

(ii) 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.

(iii) 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 Chapter.

(iii) Shall welcome and orient new NSBE DFW Professionals members into the National Society and the Chapter.

(iv) Shall focus on membership retention.

(v) Shall report the chapter membership roll to the national office and ensure payment of dues from each member that has been received by the treasurer.

(e) Professional Development

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

(f) College Initiative

(i) Shall be responsible for forging and retaining a working relationship between NSBE DFW Professionals 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 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, as well as technical and cultural awareness among pre-college students.

(h) Social

(i) Shall be responsible for coordinating chapter social events for the purpose of networking with NSBE DFW Professionals members, other non-profits that share a common interest to positively impact the community, members of the community not affiliated with any organization but support the chapter's mission.

(ii) Shall be responsible for coordinating two annual chapter social events for the purpose of fundraising.

(i) Banquet

(i) Shall be responsible for the planning and implementation of the chapters Annual Scholarship Banquet.

(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 & invite to awards banquet.

(k) Historian

(i) The historian shall keep an ongoing collection of NSBE DFW Professionals events photos and distribute a quarterly newsletter to sponsors and community partners

(ii) Coordinate with the telecommunications chair to incorporate in the NSBE DFW Professionals website and social media.

(l) Fundraising

(i) The Fundraising 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 sponsors and local community organizations that give to non-profits.

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.

Section 2. A quorum shall consist of:

(a) Three Executive Board members including either the President or Vice President, and at least five 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 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 Members, 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 hours.

#### **ARTICLE XV - Amendments**

Section 1. Proposed amendments to this Constitution shall be approved by a two-thirds (2/3) vote of the Executive Board.

Section 2. Proposed amendments must be submitted in written form by an alumni or affiliate member to the Executive Board for review. The proposal must be clearly stated and justified.

Section 3. Ratification of any amendments to this Constitution shall be subject to a two-thirds (2/3) affirmative vote of the members present at a regular meeting of the Chapter. Amendments shall take effect immediately upon ratification.

#### **ARTICLE XVI - Parliamentary Authority**

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

#### **ARTICLE XVII - Interpretations**

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