

BYLAWS
OF
HOUSTON HISPANIC ARCHITECTS & ENGINEERS SOCIETY, INC.

ARTICLE I. NAME

Section 1. Name of Corporation

The name of the corporation is "Houston Hispanic Architects & Engineers Society, Inc.". It is a local group of Professional Architects and Engineers organized as a nonprofit organization under the laws of the State of Texas and is referred to in these Bylaws as the Society.

ARTICLE II. DEFINITIONS

Section 1. Definitions

Reference to "HHAЕ", "Society", "Board", "Committee", "Officer", "Member" "Meeting", or similar designations shall pertain or refer to the Houston Hispanic Architect & Engineers Society, Inc.

ARTICLE III. OBJECTIVES AND PURPOSE

Section 1. Specific Objectives and Purposes

The specific objectives and purposes of this Society shall be as follows:

- a. Organize and unite in fellowship the architects and engineers of the Houston Metropolitan Area.
- b. To combine their efforts so as to promote the scientific and practical development of their professions.
- c. To promote economical growth among the members of the Society.
- d. To advance the standard of the architectural and engineering sciences and the art of planning and constructing.
- e. To coordinate the construction industry and the professions of architecture and engineering to insure the advancement of the living standards of its members through their improved environment.
- f. To make the professions an ever-increasing service to the Society.
- g. Promote, enhance, educate and increase awareness in the community regarding the Engineering and Architectural professions.
- h. Provide financial support to needy students and organizations interested in the Engineering and Architectural professions.

- i. Conduct and participate in various charitable events in the community, focusing on the technical professions.
- j. Serve as a liaison between the community and the public and private sector.

ARTICLE IV. NONPROFIT PURPOSES

Section 1. IRC Section 501 (C) (3) Purposes

This corporation is organized exclusively for one or more of the purposes as specified in Section (c) (3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section (C) (3) of the Internal Revenue Code.

ARTICLE V. OFFICES

Section 1. Principal Office

The principal office of the corporation is located in Harris County, State of Texas.

Section 2. Change of Address

The designation of the county or state of the corporation's principal office may be changed by amendment of these Bylaws. The Board of Directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws:

P.O. Box 421372 Houston, Texas 77042 www.hhae.org	Dated: 06/05/2008 ¹
	Dated: _____
	Dated: _____

ARTICLE VI. MEMBERSHIP

Section 1. Members

Membership in the HHAЕ Society shall consist of Member, Associate Member, Professional Affiliate, Technical Affiliate and Sponsor Affiliate.

Section 2. Classification of Member

- a. **Member:** A Member shall be a Hispanic in private practice who has at least part ownership of a Hispanic company where he/she practices. The person will be a registered in architecture, engineering or surveying or a related technical field; or be a non-registered person with at least ten years of experience in the above fields. The person will have full voting rights and can hold office.

¹ By Board action, the permanent post office address is established along with the website address.

b. Associate Member: An Associate Member shall be a Hispanic in private practice who has ownership of a non-Hispanic company. The person will be registered in architecture, engineering or surveying or a related technical field; or be a non-registered person with at least ten years of experience in the above fields. The person will have full voting rights, and can hold office.

c. Professional Affiliate Member: A Professional Affiliate Member shall be a Hispanic in public or private practice with no company ownership. The person will be registered in architecture, engineering or surveying or a related technical field; or be a non-registered person with at least ten years of experience in the above fields. The person will have voting rights and can hold office².

d. Technical Affiliate Member: A Technical Affiliate Member shall be a graduate Hispanic Architect, Engineer, or related technical field. The person will have no voting rights and cannot hold office.

e. Sponsor Affiliate Member: A Sponsor Affiliate Member shall be any individual that supports the goals of the HHAE and wishes to participate. The person will have no voting rights and cannot hold office.

Section 3. Admission of Members

Prospective Members shall submit a current signed resume and completed application for review by the Board of Directors and Officers. Applicants must be sponsored by a present member in good standing with the HHAE. Members shall be admitted to the HHAE by a majority of votes of the Board of Directors and Officers.

Section 4. Resignation of Members

A Member may resign from the HHAE by submitting a written statement to the Board of Directors, and shall not have debts with the HHAE.

Section 5. Termination of Membership

HHAE may terminate membership of a Member if dues are in default on December 31 of the year on which they become payable. HHAE shall mail at least a thirty day written notice of membership dues.

Section 6. Reinstatement of Membership

A Member may be reinstated to the HHAE by reapplying for membership and paying all outstanding debts and dues.

Section 7. Privileges of Members

a. A Member in good standing may exercise the right to make motions and to vote, hold office and act as a representative or delegate of HHAE when duly authorized to do so, and may serve on committees.

b. An Associate Member may exercise the same privileges as an Owner Member.

² Amendment II to the Bylaws allows a Professional Affiliate Member to hold office.

c. A Professional Affiliate Member will have voting rights but can³ hold office; however, can serve in committees.

d. A Technical Affiliate Member has no voting rights and cannot hold office however can serve in committees.

e. A Sponsor Member has no voting rights and cannot hold office; however, can serve in committees.

ARTICLE VII. AUTHORITY

Section 1. Members

All of the rights and powers which may be exercised by the HHAE shall be vested in the membership. These rights and powers shall be subject to exercise or change by the membership at the Annual Meeting or at a duly Special Meeting of the Society.

Section 2. Officers and Board of Directors

The Officers and a Board of Directors shall manage, direct, control, and administer the property, affairs, and business of the Society; shall put into effect all general policies, directions and instructions adopted at the meetings of the Society; and shall act for the Society in all matters within the jurisdiction granted the Officers and Board by these Bylaws and the Membership. The Board shall govern the expenditure of all funds of whatever nature. No officer, Director, or Committee Member of the Board may incur any financial obligation for the Society without first having obtained the approval of the Board and its authority to act for HHAE.

ARTICLE VIII. OFFICERS

Section 1. Officers

a. Names of Officers:

The Officers of HHAE will consist of a President, a Vice President, a Secretary, a Treasurer and a Past President.

b. Election of Officers:

1. The Officers shall be elected by the voting Members every year prior to the end of the previous year, for a term of one year.

2. There shall be a nominating committee consisting of five or more members appointed before the October meeting, two by the President, and three from the Board of Directors. This nominating committee shall select a slate of officers for the Official Ballot containing the names of the President, Vice President, Secretary and Treasurer. This list of official nominees shall be reported to the President prior to the regularly scheduled October meeting.

³ Amendment II to the Bylaws allows a Professional Affiliate Member to hold office.

3. The Secretary shall be instructed to mail out by November 1st the list of official nominees to each voting member of the Society.

c. Terms of Office:

The term of each officer shall be one year. The officers shall be limited to two consecutive terms.

Section 2. Board of Directors

a. Membership of the Board:

The Board shall consist of the five Officers and four Directors.

b. Original Directors:

There shall be two original Directors elected to serve a one-year term and the other two original Directors shall serve a two-year term.

c. Subsequent Directors:

Two Directors shall be elected every year to serve a term of two years.

Section 3. Vacancies

Should a vacancy occur in any Officer position or Board of Directors of HHAE, the voting members shall vote to fill the vacancy for the unexpired term of the office in the following regular meeting. This interim service period will not be considered and applicable against the person serving in this capacity as indicated in Section 2.c above.

Section 4. Compensation

There shall be no compensation for officers and directors.

ARTICLE IX. DUTIES OF OFFICERS

Section 1. President

The primary responsibility of the President is that of general supervision over the affairs of the Society in accordance with the Constitution and Bylaws of the Society. The President should set, together with the Board of Directors, attainable goals and/or tasks for each of the other officers and the committee chairman. These should be clearly defined and promulgated early in the year so that the officers and committee chairman could have the advantage of an early definition of their tasks, duties and responsibilities and the greatest amount of time for preparing for and attaining their goals during their one-year term of office. Accurate planning and definition of goals and objectives and the preparation of a budget for each officer and committee chairman for the coming year during these two months will tremendously improve the efficiency and effectiveness of operation of the Society during the year.

The President is to preside at all regular Society meetings, as well as at meetings of the Board of Directors or any other official function of the Society.

The President is responsible for appointments to all committees and may serve as an exofficial member of all committees of the Society.

The President is also responsible for establishing special task committees where appropriate to further achieve the objectives of the Society.

Section 2. Past President

The Past President, as a voting member of the Board of Directors, shall offer the full benefit of experience in the former position as President, and shall assist in every possible way in attaining the objectives and goals set by the current President and the Board of Directors.

Section 3. Vice President

The primary duty and responsibility of the Vice President is to preside in the absence of the President.

Section 4. Secretary

The primary duty and responsibilities of the Secretary involve that of preparation and publication of meeting notices and the keeping and publication of minutes of all meetings. In addition, the Secretary is to maintain a roster listing members of the Society.

Section 5. Treasurer

The primary duties of the Treasurer will include the preparation of the Financial Report to be included in the annual report of the President at the end of the year, to be presented to the membership at the June meeting.

ARTICLE X. FINANCES

Section 1. Fiscal Year

The fiscal year of HHAE shall begin on January 1st and shall end December 31st of following calendar year.

Section 2. Amount of Dues

The Board, by the concurring vote of three-fourths of its membership, may adjust before the end of the fiscal year, the regular dues to be paid for the immediately succeeding year, providing that any adjustment of the regular dues shall be in proportion to the regular dues established by the Board for each membership classification. The regular dues are as follows:

Member	\$75.00
Associate Member	\$75.00
Professional Affiliate Member	\$50.00
Technical Affiliate Member	\$40.00
Sponsor Affiliate Member	\$40.00 ⁴

Section 3. Dues

⁴ Amendment II to the Bylaws adjusted the annual membership dues for Sponsor Affiliate to \$40.00.

All dues shall be for the fiscal year for HHAE and shall be due and payable to HHAE on or before December 31 of each year. If the dues of any member are in fault, such membership may be terminated in accordance to these Bylaws.

Section 4. Expenditures

a. The Treasurer shall deposit all funds of HHAE in a depository designated by the Board. Checks for the withdrawal of such funds shall be signed by the Treasurer. The President shall countersign all checks written by HHAE that equal and/or exceed \$500.

b. No person other than those mentioned above, shall have authority to contract any obligations for or on behalf of HHAE, or expend any money of HHAE unless such obligation or commitment has been authorized by the Board, or by specific resolution at a duly called meeting of HHAE for which the Board has subsequently made an appropriation and has authorized the obligation or expenditure.

ARTICLE XI. MEETINGS

Section 1. Monthly Board of Directors

HHAE shall hold monthly Board of Directors meetings as required on the first Thursday⁵ of each month at the time and place to be announced at the previous meeting. The Secretary shall be responsible for having a notice of each meeting sent to every Board of Directors member of HHAE, with a copy of the proposed agenda for the meeting. Any Board Member may request a subject be included in the agenda by submitting a written statement at least two weeks before the meeting.

Section 2. Monthly Membership

Monthly Membership meetings of HHAE shall be held on the first Thursday⁶ of each month at the Houston Engineering and Scientific Society or at any other place so designated by the Board of Directors.

Section 3. Quorum

a. A Quorum for a Board of Directors meeting shall consist of five members which consist of at least two Officers (President or Vice-President) and two Directors of the Board.

b. A Quorum for all other meetings shall consist of at least fifty percent of the voting members.

Section 4. Conduct of Meeting

Meetings of the Board of Directors shall be presided over by the President of the Society or in his/her absence, by the Vice President of the Society, or in the absence of each of these persons, by a chairperson chosen by a majority of the directors present at the meeting. The Secretary of the Society shall act as Secretary of all meetings of the board, provided that, in his/her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

⁵ By Board action, monthly meetings set forth on the first Thursday of each month, except when it falls on a holiday. The meeting is then set the following week.

⁶ By Board action, monthly meetings set forth on the first Thursday of each month, except when it falls on a holiday. The meeting is then set the following week.

Meetings shall be governed by such procedures as may be approved from time to time by the Board of Directors, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

ARTICLE XII. INDEMNIFICATION AND INSURANCE

Section 1. Indemnification by Corporation of Directors and Officers

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

ARTICLE XIII. COMMITTEE

Section 1. Nominating Committee

a. Composition

The nominating committee shall be composed of five members, two of who shall be appointed by the President and three who shall be elected by the Board of Directors.

b. Duty

The duty of the committee is to carry out the selection of individuals for nominations to the officers of President, Vice President, Secretary, Treasurer and Directors.

Section 2. Membership Committee

a. Composition

The membership committee shall be composed of two voting members whom shall be appointed by the Board of Directors.

b. Duty

The duty of the committee is to promote Society membership, attendance at meetings, review membership applications and make recommendations to the Board of Directors on matters relating to membership.

Section 3. Agency Coordinating Committee

a. Composition

The membership committee shall be composed of two voting members whom shall be appointed by the Board of Directors.

b. Duty

The duty of the committee is to assist the officers of HHAE in administering those Society affairs involving activities of the various governmental agencies and political bodies.

ARTICLE XIV. AMENDMENTS

Section 1. Procedure for Amendments

The Bylaws may be amended by the following procedures:

a. Proposed amendment shall be submitted to the Board of Directors by petition, which shall be signed by at least 10% of the voting members or proposed amendments may be initiated by the Board of Directors at any constituted meeting of the Board of Directors and the Secretary shall have mailed a copy of such proposed amendment to each member of the Board of Directors at least thirty days in advance of the meeting at which action thereon is to be taken.

b. The proposed amendment, together with printed ballots, shall be sent to all members of the Society eligible to vote at least one month in advance of a time specified by the Board of Directors for the counting of ballots.

c. The proposed amendment must receive an affirmative vote of not less than two-thirds of the number of members voting, provided that a minimum of one-third of the members shall have voted. If less than one-third of the members vote, then the election shall be deemed to be unfavorable.

ARTICLE XV. MISCELLANEOUS PROVISIONS

Section 1.

No part of the assets of the Society shall inure to the benefit of any private individual and no part of the activities of the Society shall be for the purpose of carrying on personal propaganda or agenda.

Section 2.

The Society may evaluate issues, programs, and political candidates and pursue those issues which have a direct or indirect impact on the interests of HHAE member firms.

Section 3.

Upon the dissolution of the Society, the assets remaining after the payment of the debts of the Society shall be distributed equally to the members in good standing.

Recommendation For Adoption:

We the undersigned Original Board of Directors have reviewed and recommend for adoption, these Bylaws of the Houston Hispanic Architects and Engineers (HHAE) this 8th day of June 1999.

/S/

Recommendation for Adoption:
Roberto Obregon – Original HHAE Board Member
RODS Surveying, Inc.

/S/

Recommendation for Adoption:
Ricardo Rivero – Original HHAE Board Member
TEDSI Infrastructure Group, Inc.

/S/

Recommendation for Adoption:
Epifanio (Epi) E. Salazar, Jr., P.E. – Original HHAE Board Member
SES Horizon Consulting Engineers, Inc.

/S/

Recommendation for Adoption:
Wally Huerta, A.L.A. – Original HHAE Board Member
Huerta & Associates Architects, Inc.

AMENDMENTS

AMENDMENT I

Subject to the power of the members, if any, of this corporation to adopt, amend or repeal the Bylaws of this corporation and except as may otherwise be specified under provisions of law, these Bylaws, or any of them, maybe altered, amended, or repealed and new Bylaws adopted by approval of the Board of Directors. *(Approved by Original HHAЕ members on June 8, 1999)*

AMENDMENT II

A Professional Affiliate Member is allowed to hold office, without special approval or conditions. *(Approved by members with voting privileges, and ratified by the Board on July 6, 2006)*

AMENDMENT III

Membership dues for Sponsor Affiliate Member shall be \$40.00. *(Approved by members with voting privileges, and ratified by the Board on July 6, 2006)*