

By-Laws of Society for Advancement of Chicanos and Native Americans in  
Science  
(a Maryland Non-profit Corporation)  
Revised Dec 2007

**ARTICLE I: GENERAL**

**Section 1: Name.** The name of this organization shall be the Society for the Advancement of Chicanos and Native Americans in Science, Inc. (hereinafter called the "*Corporation*").

**Section 2: Location.** The national office of the Corporation shall be at such address as the Board of Directors may decide. The Corporation may also have offices at such other place or places as the Board of Directors may from time to time appoint or the purposes of the Corporation may require.

**Section 3: Mission Statement.** The mission of SACNAS is to encourage Chicano/Latino and Native American students to pursue graduate education and obtain the advanced degrees necessary for science research, leadership, and teaching careers at all levels.

**Section 4: Purposes.** The purposes and objectives for which this Corporation has been organized are educational and charitable, namely:

1. To further the work of, to improve the effectiveness of, and to enhance the public understanding of and appreciation for Chicanos, Latinos, and Native Americans in Science;
2. To enhance the cooperation among scientists, science educators, and concerned individuals in promoting the welfare of Chicanos, Latinos and Native Americans in Science;
3. To organize, promote and coordinate national, regional and local conferences designed to promote the purposes herein mentioned;
4. To conduct fund raising and other resource development efforts to carry on the purposes outlined herein;
5. To develop, produce and distribute materials including films, tapes and printed material designed to enhance the participation of Chicanos, Latinos, and Native Americans in the sciences;
6. To cooperate with other individuals, enterprises, and other groups whose purposes include the achievement of public understanding for Chicanos, Latinos and Native Americans in the sciences;
7. To gather, write, edit, publish and disseminate materials related to the above purposes in the aforementioned fields;
8. To do and perform all things usual and customary to organizations of this nature, including affiliation, and/or cooperation with other local, state, regional and national organizations of like character and purpose;
9. The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessarily useful, suitable, desirable, or proper for the furtherance, accomplishment, fostering, or attainment of any or all of the purposes for which the Corporation is organized, and to aid and assist other organizations, or agencies or institutions, both public and private, whose activities are such as to further accomplish, foster or attain any of such purposes of the corporation. Notwithstanding anything hereunto the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations as set forth in *Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended* (or the corresponding provision of the future federal income tax law); and
10. The Corporation is not organized for profit, and no part of the net earnings of the Corporation shall inure to the benefit of any private individual. In the event of the liquidation or the dissolution of the Corporation, whether voluntary or involuntary, no member, director, or officer shall be entitled to any distribution or division of its remaining

property or its proceeds, and the balance of all money and other property received by the Corporation shall be used or distributed exclusively for the purposes within the intent of *Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended* (or the corresponding provision of the future federal income tax law).

## ARTICLE II: MEMBERSHIP

**Section 1: Membership.** The membership shall be composed of Regular and Student members. The Board is free to create other categories of members.

**Section 2: Student Chapters.** The Corporation shall have Chapters in various cities and states. The Board of Directors may recognize legitimate chapters throughout the United States. Legitimate chapters are those composed of members of the corporation, whose by-laws have been accepted by the Board, and whose sponsorship has been disclosed to the Corporation. Chapters must have a mission that is consistent with that of the Corporation. Any misinformation provided to the board by the chapters or their sponsors will be sufficient reason for withdrawal of such recognition of the chapters by the Board.

**Section 3: Regular Members.** Regular members shall be persons who practice, teach or are otherwise interested in science-related fields. Only Regular members may hold office. Regular members shall be entitled to cast one (1) vote in elections of officers and all business that the Board of Directors refers to the membership.

**Section 4: Student Members.** Student members shall be students enrolled in a curriculum leading to a degree in a science-related field. Student members shall elect the two (2) graduate student representatives to the Board of Directors and shall vote on business that the Board of Directors refers to the student membership.

**Section 5: Dues.** The Board of Directors shall determine membership dues and fees. Dues shall be payable annually, in advance. Members shall pay dues to their respective Chapters and/or to the Corporation. The Chapters shall send a percentage of those dues to the national office. The Board of Directors has the discretion to set the amount of dues for Regular members, student members and chapter members.

**Section 6: Late Dues.** Any member or chapter whose dues are more than three (3) months overdue may lose the power to vote and to receive publications normally furnished without special charge to members in good standing. After six (6) months, the Board may automatically place the non-paying member or chapter in the inactive category. Annual conference information and applications for renewing membership will still be sent, however. The Board will have the ability to excuse any member or chapter from the payment of annual dues, temporarily or permanently. The Board of Directors, for cause deemed by it to be sufficient, may remove any name from the list of those permanently excused from the payment of dues.

**Section 7: Termination of Membership.** The Board of Directors may terminate the membership in the Corporation of any member or chapter for repeated infractions of the by-laws, rules, and/or regulations of this organization. Any member, regular or otherwise, may terminate membership at any time, upon written notification to the Secretary of this organization of the effective date of resignation.

## ARTICLE III: GOVERNING BODY

**Section 1: Board of Directors.** The property and affairs of the Corporation shall be managed and controlled by the Board of Directors, which at any given year shall consist of no less than nine (9) and no more than fifteen (15) persons. The number of Directors constituting the Board of Directors may be increased or decreased from time to time by amendments to the by-laws, approved by a two-thirds majority of the Directors eligible to vote. In addition to Regular members, the Board of Directors will

include two (2) Student members, who must be enrolled when elected in an accredited graduate/research institution and majoring in a science-related discipline.

**Section 2: Election and Term of Office of Directors.** Terms of office of the Board of Directors (hereinafter referred to as the "*Board*") shall be as follows:

1. The terms of office for all board members shall be three (3) years and Student members two (2) years. The maximum number of consecutive years that a person can serve on the board is six (6) years. This term limit will not apply to an individual who has been elected to the position of president-elect.
2. The terms of office will be staggered such that not all Directors will finish their term in any given year.
3. Student members of the Board of Directors may complete their two (2) year term if they matriculate or graduate.
4. The terms of office for all Board Members shall include attendance at all Board of Directors' meetings, with attendance at two meetings per annum being the minimum permissible.

**Section 3: Election.** Members of the Board of Directors shall be elected by the membership via mail ballot or by electronic voting at the SACNAS website to be distributed to the regular membership no later than December. Members elected to the Board of Directors will take office the January following the election. All members of the Board of Directors must also be members of the Corporation. To be nominated to serve on the Board of Directors one must be a Regular member of the Corporation. Two (2) student board members shall be elected by Student members.

**Section 4: Vacancies.** Any vacancy occurring on the Board for any reason, may be filled, as the Board shall determine, for the entire remaining term of the vacancy or until the next election of Directors by two-thirds majority of the remaining members of the Board.

**Section 5: Resignations.** A member of the Board may resign from the Board of Directors at any time, by giving written notice thereof to the President. The written notice of resignation must be received and acknowledged by the Board of Directors.

**Section 6: Removals.** Any member of the Board may be removed at any time for cause by the affirmative vote of two-thirds of the Board of Directors. Any such Director proposed to be removed shall be entitled to at least fifteen (15) days notice in writing by mail at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting.

**Section 7: Filling Vacancies.** Any vacancy on the Board of Directors may be filled in the same manner provided for the election of members of the Board or at the discretion of the Board of Directors. Directors selected to fill a vacancy caused by the resignation, graduation or removal of a Director will hold office until the term of the Director they are replacing has expired. If they are selected to hold a position not previously filled by another Director, then he/she will hold office until the expiration of the board member's term or two (2) years from the date of their selection, whichever comes first. The President-Elect will assume office as stipulated in the by-laws.

**Section 8: Compensation.** Directors shall not receive any stated salary for their service.

**Section 9: Powers.** All the corporate powers, except such as are otherwise provided for in these by-laws and in the laws of Maryland, shall be and are hereby vested in and shall be exercised by the Board of Directors. The Board of Directors may, by general resolution, delegate to committees of its own number, or to the offices or employees of the Corporation, such powers as they see fit.

**Section 10: Corporate Fundraising Leadership.** The Board of Directors' expanded responsibilities include a leadership role in conjunction with the Executive Director in the annual fundraising activities to ensure continued sustainability of the Corporation. The members of the Board of Directors shall attend all meetings of the Board of Directors, as called by the President. Absence from more than one meeting per year shall be cause for removal. Members of the Board are expected to provide active leadership for

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SACNAS towards furthering the mission and strategic priorities of the organization. It is expected that the Board members will initiate and participate in resource development and fundraising activities, in consultation with the Executive Director, as well as in setting the policies and procedures for SACNAS, to ensure the success of the organization in accomplishing its mission.

## **ARTICLE IV: OFFICERS**

**Section 1: General.** The officers of the Corporation shall be the President, President-Elect, Past-President, Secretary and Treasurer, and such other officers with such powers and duties consistent with these by-laws as may be appointed and determined by the Board of Directors.

**Section 2: Election and Term of Office.** The officers term shall be until the current term of the Board member expires.

The officers, except the President-Elect, will be elected from and by the Board of Directors. The President-Elect will be elected by the regular membership during the annual election; such election will take place during the first year of the tenure of the President.

The election for the positions of Secretary and Treasurer will be completed by the end of February. The President has the option to call for a meeting of the Board of Directors or an election via electronic voting at SACNAS website. All elections will be by secret ballot if there is only one candidate. Candidates receiving the highest number of votes shall be declared the winners.

Election ballots will only be accepted from a member of the Board of Directors and each board member shall be entitled to cast one.

**Section 3: Resignation and Removals or Delegation.** Any officer may resign at any time by delivering a written resignation to the President or Secretary of the Board of Directors. Such resignation shall be effective upon delivery and acknowledgment by the Board of Directors. Any officer of the Corporation may be removed at any time for cause at any regular or special meeting called for such purpose, by the affirmative vote of two-thirds of the members of the Board of Directors.

In the case of the absence of any officer or agent of the Corporation, the Board may, without removal, delegate the powers and duties of such officer or agent to any other officer, agent or suitable person selected by the Board for such period as the Board may deem proper, subject however, to any limitations herein contained.

**Section 4: Authority.** The President, and such other officers authorized thereunto by resolution of the Board of Directors, may execute bonds, mortgages, contracts, leases, agreements, and other instruments requiring a seal under the seal of the Corporation, and may execute such documents where not requiring a seal, except where such documents are required by law to be otherwise signed and executed, and except where the signing and execution shall be exclusively delegated to another officer or agent of the Corporation.

**Section 5: The President.** The President shall be the chief executive officer of the Corporation. The President shall represent the Corporation and be responsible for the management of the Corporation under the policies established by the Board of Directors. The President shall set and establish functions, activities, special committees and their tasks, for the Corporation subject to the approval of the Board of Directors. The President shall have general charge of the business, affairs, and property of the Corporation, as well as general supervision over its other officers, employees, and agents.

The President, with the Treasurer, may sign and execute all authorized bonds, mortgages, contracts, checks, notes, or other obligations in the name and on behalf of the Corporation, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws to an officer or agent of the Corporation.

**Section 6: The President-Elect and Past-President.** The President-Elect and Past-President shall assist the President in all business concerning the Corporation. The President-Elect shall become Acting President in the absence of the President.

The President-Elect at the end of the year of a President's term, shall be elected by the general membership. The President-Elect will serve one (1) year as President-Elect, two (2) years as President, and one (1) year as Past-President.

**Section 7: The Secretary.** The Secretary will keep the minutes at each Board meeting and present a synopsis during his/her report at the following Board meeting. The Secretary shall ensure copies of the minutes are available to all Board members. The Secretary also serves as a member of the Executive Committee. The Secretary shall perform such other duties as may be assigned from time to time by the President of the Board of Directors.

**Section 8: The Treasurer.** The Treasurer shall oversee all financial aspects of the Corporation. The Treasurer or his/her designee shall oversee the collection and disbursement of funds, the maintenance of the financial records and the internal controls for the finances of the Corporation, and the preparation of the annual budget, which the Board approves. The Treasurer shall be responsible for arranging for reports on the financial condition of the Corporation to be presented to the Board of Directors at each meeting of the Board, and to the Executive Committee on a regular basis as well as to the State and Federal governmental agencies. The Treasurer shall chair the Finance Committee, which shall assist him/her in these tasks, including making recommendations about investments of the Corporation's assets and arranging for an annual external audit.

## **ARTICLE V: EXECUTIVE DIRECTOR AND COMMITTEES**

**Section 1: EXECUTIVE DIRECTOR.** The position of Executive Director reports to the Board of Directors (BOD) and to the Executive Committee. This position is subject to an annual performance and evaluation review by the BOD. The Executive Director will be responsible for ensuring the financial growth and stability of the organization and will ensure that all programmatic and fundraising activities are aligned with the mission and strategic priorities of SACNAS. The Executive Director will also implement long-range strategic plans for SACNAS in consultation with the Board of Directors. The Executive Director is responsible for leadership, management and oversight of the organization. Key areas of emphasis include the following: 1. Works towards the expansion and sophistication of the Corporation's development initiatives; 2. Pursues sound financial management practices; 3. Engages in active development and fundraising programs; 4. Supervises staff of the Corporation; 5. Organizes and manages the Corporation's multi-year grants and provides regular reports to the granting agencies and Board of Directors; 6. Maintains and develops new corporate partnerships and public relations activities aligned with the Corporation's mission and objectives; and 7. Adheres to the Association of Funding Professionals' Code of Ethical Principles.

**Section 2: Executive Committee.** The Executive Committee shall consist of the four officers of the Corporation: the President, the President-Elect or Past President, the Treasurer, and the Secretary. The Executive Committee, chaired by the President or his/her designee, shall assist the President in the conduct of the affairs of the Corporation, as needed, when the Board is not in session. The Executive Committee, through the President, shall report its actions to the Board at each meeting of the Board.

**Section 3: Other Committees.** The Board of Directors may establish, or dissolve, by resolution, other committees, as it may deem necessary. These committees established by the Board of Directors shall have those powers and authority that the Board of Directors grants to the committee by resolution. These committees shall each determine their own rules of procedure, and shall meet at those times and at such places as may be provided by those rules. A majority of the committee shall constitute a quorum. Every committee shall have at least one member of the Board of Directors on it, and that Board member is responsible for reporting to the Board about the committee's actions.

**Section 4: Appointment Duration on a Committee.** Committee appointments shall be for three (3) years and are renewable.

## **ARTICLE VI: MEETINGS**

**Section 1: Annual Meetings.** The Board shall meet a minimum of two (2) times per year. One of the meetings is herewith designated as the annual meeting. There shall be an annual meeting of the Corporation to be held at such time as the Board of Directors deems necessary.

**Section 2: Special Meetings.** Special meetings of the Corporation may be called by the Board of Directors. Special meetings of the Board of Directors may be called in an expeditious manner by the President and must be called by the President upon the written request of two-thirds of the members of the Board of Directors.

**Section 3: Notice of Meetings of the Board.** Notice of meetings, whether annual or special, shall be given by the Secretary by mail or personal service to the last known post office address of each Director at least fourteen (14) days before the meeting. Such notice shall be deemed to be given at the time it is deposited in the United States mail. Notice may also be given by telephoning, overnight mail, electronic mail or delivering the same to him/her personally at least five (5) days before the meeting.

**Section 4: Waiver of Notice.** Whenever notice is required to be given to any Director, a written waiver thereof, signed by the person or persons entitled to such notice and filed with the records of the meeting, whether before or after the time stated therein, shall be deemed to be the equivalent of such notice. In addition, any member who attends a meeting of the Directors in person, or is represented at such meeting by proxy, without protesting at the commencement of the meeting the lack of notice thereof to him/her, or any Director who attends a meeting without protesting, at such commencement of the meeting, such lack of notice, shall be conclusively deemed to have waived notice of such meeting.

**Section 5: Quorum - Board Meeting.** At any meeting of the Board of Directors, one-half of the Directors in office shall constitute a quorum, but less than a quorum may adjourn such meeting from time to time until a quorum is present. Except as otherwise provided by law or in these by-laws, any business may be transacted at any meeting of the Board at which a quorum is present, and the act of a majority of the Directors present at any meeting at which there is a quorum shall constitute the act of the Board of Directors.

**Section 6: Voting by Proxy.** Voting by proxy is permitted if a member is unable to be present at any meeting of the Board of Directors. The proxy shall designate the person who is to execute the proxy. Authorization shall be limited to a specific measure, shall be signed by the member assigning the vote and shall contain the date and time the proxy is signed. Proxies may not be counted for a quorum.

**Section 7: Action by Consent.** Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a written consent to such action is signed by two-thirds of the members of the Board of Directors and such written consent is filed with the minutes of the proceedings of the Board.

**Section 8: Meeting by Telephone.** The Board of Directors may participate in a meeting by means of which all Directors participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence at such meetings.

**Section 9: Attendance.** Attendance at a regular or other meeting shall constitute waiver of notice, except where the Director states that he or she is attending for the purpose of objecting to the conduct of business on the grounds that the meeting was not lawfully called or convened.

## **ARTICLE VII: FINANCE**

**Section 1: Authority to Receive and Disburse.** The Corporation may receive and disburse contributions, dues, gifts, bequests, devises, legacies, and donation for such purposes as are within the scope of its purposes and powers. The Corporation upon acceptance of funds designated for specific purposes, shall expend and administer such contributions for the purposes specified.

**Section 2: Annual Budget.** The Board of Directors shall approve an annual budget which shall be formulated and drawn up by persons or a committee designated by the Board of Directors.

**Section 3: Deposits and Investments.** The funds of the Corporation shall be deposited in such banks or other financial institutions as may be designated by the Board of Directors and such funds which are not required for current needs may, subject to the limitations and conditions contained in any gift, devise or bequest, be invested in such mortgages, bonds, debentures, shares of preferred and common stocks and other securities, and in such other manner as the Board of Directors may direct, in conformity with the law; provided, however, that no purchase, sale, mortgage, or lease of real property shall be authorized by less than a majority of the whole number of Directors. The Board of Directors shall prescribe suitable regulations for the safekeeping of such securities.

**Section 4: Checks.** All checks must be approved by the Treasurer or the Treasurer's designee prior to dispersal.

**Section 5: Withdrawal of Securities.** Securities of the corporation deposited in any safe deposit box or held by a custodian shall be subject to withdrawal for corporate purposes by the Treasurer or the Treasurer's designee.

**Section 6: Contracts with Directors and Officers.** No Director or Officer of the Corporation shall be interested, directly or indirectly in any contract relating to the operations conducted by it, nor in any contract for furnishing services or supplies to it, unless such contract shall be authorized by the whole Board of Directors at the meeting at which such contract is authorized.

**Section 7: Reimbursement of Expenses.** Any Director, Officer or persons authorized by the Board of Directors to incur expenses on behalf of the Corporation may be reimbursed upon the submission of vouchers explaining and supporting the expenditure.

## **ARTICLE VIII: AMENDMENTS**

**Section 1: Amendment of By-Laws.** A proposed amendment for any portion of these by-laws shall be submitted in writing to the Board of Directors for presentation to the regular membership. The amendment shall be subject to ratification by a majority vote of the members of the corporation by mail ballot or by electronic voting at the SACNAS website. A membership vote on the by-laws by mail will have a deadline for postmark of the votes by members of no more than thirty (30) days from mailing of the ballots. Ballots will be counted at the thirty (30) day deadline.

## **ARTICLE IX: MISCELLANEOUS**

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

**Section 2: Fundraising.** All fundraising efforts must be approved through the National Office prior to any fundraising efforts begin.

**Section 3: Waiver of Notice.** Any notice required to be given by these by-laws may be waived by the person entitled thereto.

**Section 4: Corporate Seal.** The Board of Directors shall provide a corporate seal. The corporate seal of the Corporation shall be circular in form and shall bear inscribed thereon the name of the Corporation.

**Section 5: Use of Logo.** All Chapters must be granted written permission to use the Corporation's logo.

**Section 6: Conduct of Meetings.** The conduct of all meetings of the Corporation shall be according to the current edition of Roberts Rules of Order to the extent that said Rules of Order are consistent with the laws of Maryland, the Articles of Incorporation, and the by-laws.

**Section 7: Corporate Dissolution.** On Dissolution or final liquidation, the Board of Directors, after paying or making provisions for the payment of all the lawful debts and liabilities of the corporation, distribute all assets of the corporation: (i) for one or more exempt purposes within the meaning of IRC Section 501 (c) (3); or (ii) to the federal government, or to a State or local government, for a public purpose within the meaning of IRC Section 170 (c) (1). Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the county where the principal office of such corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and exclusively for such purposes.