



NATIONAL SOCIETY OF BLACK ENGINEERS

NATIONAL BYLAWS

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PREAMBLE

The National Society of Black Engineers, as a national student and professional based organization, does hereby dedicate itself to the development of intensive programs for increasing Black and other ethnic minority participation in the fields of engineering and engineering technology. These programs will be initiated both within and outside the university community and will serve to strengthen relations between professional industry and the black 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 members.

ARTICLE I – NAME

The name of the organization is the National Society of Black Engineers, hereafter called the National Society.

ARTICLE II – OBJECTIVE

The National Society shall promote the public awareness of engineering and the opportunities it affords in the professional industry and academia; to stimulate and develop student interest in engineering; to strive in promoting participation at all levels of responsibility in the field of engineering by the Black and ethnic minority communities; and to endeavor in the advancement of the black professional engineer within the individual engineering disciplines.

ARTICLE III – MEMBERSHIP

Section 1. Applications

- A. Each application for membership in the National Society as Member, Affiliate member, NSBE Jr., Professional, Professional affiliate, Lifetime, or Honorary, shall be in writing, in such form and in such detail as required by the Executive Board of the National Society, and shall be signed by the applicant. Such an application shall be presented either to the Executive Committee of the National Society Chapter, hereafter called the Chapter, within which the applicant desires to affiliate or to the National Society Membership Committee.
- B. The Executive Committee of the Chapter or the Executive Board of the National Society, or their duly authorized representatives shall consider such application for membership. When accepted, the applicant shall so be notified.
- C. All applicants presented to the Executive Committee of the Chapter shall be so acted upon promptly and upon written approval transmitted immediately to the National Society Membership Committee.
- D. The appropriate Chapter shall be notified of all applications submitted and approved by the National Society Membership committee where applicable.

Section 2. Membership Class

- A. Any member who desires a change in class of general membership shall apply in writing to the National Society Membership Committee or their duly authorized representatives. Such applications shall be considered and acted upon promptly by the National Society Membership committee.
- B. The determination of an individual's class of membership for purpose of establishing eligibility for the position of Senator or election to a National or Regional office shall be the responsibility of the National Society Membership Committee. A decision made by the National Society Membership Committee regarding an individual's class of membership can only be overturned with a two-thirds vote of the National Executive Board in the year that the National Society Membership Committee has made its decision. After such determination, the individual's class of membership shall stand until the individual's qualifications have changed sufficiently to justify a change in class of membership, or the standard applied for determining membership is changed by the National Executive Board or the NSBE Senate.

Section 3.

- A. Any member who changes geographic location shall be affiliated with the nearest Chapter geographically convenient to the new location and shall be so notified by the National Society Membership committee. This is subject to the provision that either the member of the Chapter or both may request a change in the new affiliation by writing to the National Society Membership committee.

Section 4. Termination

- A. Any member may relinquish their membership by filling a written resignation with the National Society Membership Committee or their duly authorized representatives. All such resignation requests shall be acted upon promptly by the National Society Membership Committee or their duly authorized representatives. The Executive Committee of the Chapter with which the member is affiliated shall be notified of their membership resignation. In case of resignation no fees covering the remainder of the year in which the resignation is processed shall be remitted to the resigned.
- B. Any member whose membership fees to the National Society remains unpaid for a period of one (1) calendar month after the final bill has been mailed or emailed to the proper address as designated in the official records of the National Society for the Member, Affiliate member, Professional, Professional affiliate, or NSBE Jr. member in question shall automatically cease to be a member.
- C. Any member who resigns or is dropped for nonpayment of fees shall have the privilege of resuming membership without penalty or loss of continuity by making their fee payment at any time within six (6) calendar months after the resignation of the final bill as described above, unless a new membership calendar year has started. At which point the resigned individual will need to submit annual membership fees for the current membership year.

Section 5. Dues

- A. The assessment, review of, and changes to member dues of the National Society shall be conducted in accordance with Article VI of the National Constitution. Said dues shall be directed to and distributed by the National Executive Board.

Section 6. Committee Membership

- A. Standing committees and their functions are established in the National Constitution.
- B. Each standing committee shall consist of the NEB Representative (who shall serve as the Chairperson of the Committee), the PEB Representative, the Six Regional Committee Representatives and additional positions as defined in the NSBE Bylaws, and any additional members recommended by the Committee Chairperson and approved by the NEB.
- C. Each standing committee shall have a National Advisor and World Headquarters staff member assigned to assist the committee carry out its duties.
- D. All positions on national and regional standing and ad-hoc committees shall be held by members in good standing.

ARTICLE IV – CHAPTERS

Section 1.

- A. Charter organizations of the National Society shall be known as: "(name of said organization) Chapter of the National Society of Black Engineers."

Section 2.

- A. Any organization, association, or other group, may obtain and retain Charter status by an affirmative vote of no less than nine (9) members of the Executive board of the National Society, and is governed in accordance with the following provisions:
 - 1. Shall total no less than ten (10) persons eligible to vote on the ballots of the National Society.
 - 2. Shall elect a President, Vice-President, Secretary, Treasurer, Programs Chairperson and a Senator on an annual basis (at least).
 - 3. Shall submit annually metrics as defined by the National Executive Board.
 - 4. A statement of receipts and expenditures, and balance sheets of assets and liabilities of the Chapter.

- B. Once a chapter has attained active status:
 - 1. Chapter President, Vice-President(s), Secretary, Treasurer and Programs Chairperson shall receive a discounted registration rate for the Fall Regional Conference and Regional meetings to be determined by the Regional Executive Boards. To receive discounted registration rates, the chapter officers must be registered by the designated deadline.
 - 2. Chapter President, Vice-President(s), Secretary, Treasurer and Programs Chairperson shall receive a discounted registration rate for Annual Convention to be determined by the National Executive Board. To receive discounted registration rates, the chapter officers must be registered by the designated deadline.

Section 3. Chapter Designation

- A. (Name of the said organization) Chapter of the National Society of Black Engineers shall be defined as:
 - 1. Having all elected officers entitled to cast votes in the meetings of the National Society.
 - 2. Having received said status, is subject to the rights granted and restrictions imposed by law, by the Article of Incorporation, by the Constitution, by the Rules for the Government of Chapters, and these Bylaws.

ARTICLE V – REGIONS

- A. Each Regional Executive Board shall elect a Chairperson, Vice-Chairperson, Secretary, Treasurer, and Programs Chair on an annual basis. Every region’s working rules shall also provide for any other elected positions which are also to be elected on an annual basis.

ARTICLE VI – NATIONAL EXECUTIVE BOARD

Section 1. National Executive Board Position Rules

- A. Each elected office of the National Executive Board in which a verified eligible member was either elected in the applicable election type defined in these Bylaws or was appointed with the approval of the National Executive Board shall be entitled to a vote on matters proposed to the National Executive Board.
- B. All office holders shall sustain the candidate qualifications established in the National Constitution and these Bylaws for their office through the fall academic term and must maintain active membership status throughout the entire term of office to retain their position. The National Parliamentarian shall be responsible for verifying that all office holders comply with these requirements at a routine and established frequency throughout the year.

C. Regarding terms of office for appointed positions on the National Executive Board:

1. The term of office for the Convention Planning Committee Chairperson shall begin on the date the appointment is approved by the National Executive Board and shall end on the April 30th after the conclusion of the Annual Convention for which they are responsible for planning.
2. The term of office for appointments made to vacant positions shall take immediate effect upon approval by the National Executive Board and expire with the term of the National Executive Board onto which they are appointed.

Section 2. The Zone Structure

- A. **Administrative Zone:** The Administrative Zone shall consist of the National Chairperson, Vice-Chairperson, Secretary, Treasurer and Programs Chairperson. The Parliamentarian, Governance Standards Chairperson, Chair-Emeritus and Advisory Board Chair shall also work with this zone as advisory members. Members of this zone shall oversee all other zones. The National Chairperson shall coordinate the work of this zone.
- B. **Membership Zone:** The Membership Zone shall consist of the National Vice-Chairperson, the National Membership Chairperson, the International Committee Chairperson the Regional Chairpersons and the Professional Chairperson. The Vice-Chairperson shall coordinate the work of this zone and provide zone members with the resources they need in order to function effectively. They shall also present regular reports of zone activities to the National Chairperson.
- C. **Communications Zone:** The Communications Zone shall consist of the National Secretary, the Publications Chairperson, Public Relations Chairperson, the Communications Chairperson, and the Technology Chairperson. The National Secretary shall coordinate the work of this zone and provide zone members with the resources they need in order to function effectively. They shall also present regular reports of zone activities to the National Chairperson.
- D. **Finance Zone:** The Finance Zone shall consist of the National Treasurer, the Finance Chairperson, Assistant Treasurer(s), and Convention Planning Committee Chairperson. The National Treasurer shall coordinate the work of this zone and provide zone members with the resources they need in order to function effectively. They shall also present regular reports of zone activities to the National Chairperson.
- E. **Programs Zone:** The Programs Zone shall consist of the National Programs Chairperson, the Pre-College Initiative Chairperson, the Academic Excellence Committee Chairperson, the Technical Outreach and Community Help Chairperson, the National Leadership Institute Chairperson and the Business Diversity Chairperson. The National Programs Chairperson shall manage the work of the zone and provide zone members with support they need in order to function effectively. They shall also present regular reports of zone activities to the National Chairperson.

Section 3. Duties of Elected Positions

A. National Chairperson

1. Shall coordinate the activities of the National Executive Board to ensure implementation of all internal and external tasks and steady communications while avoiding duplication of effort.
2. Shall chair the Administrative Zone which coordinates the other four zones.
3. Shall produce a quarterly report to be distributed to the National Executive Board and the National Senate. This is based upon zone reports and details the status of the organization.
4. Shall present ideas and propose directions for the organization.
5. Shall attend regional conferences as the National Executive Board representative whenever financially and logistically feasible.
6. Shall make verbal and written statements to the public concerning NSBE policy, goals, and objectives.
7. Shall appoint members of special committees on an as-needed basis.
8. Shall appoint new board members to vacant board positions with the consent of the remaining board members.
9. Shall appoint the National Parliamentarian for a one-year term with the consent of the board.
10. Shall communicate with the Advisory Board Chairperson on an as-needed basis.
11. Shall in conjunction with the National Public Relations Chairperson produce an Annual Report to the NSBE membership and corporate supporters.
12. Shall compile a brief synopsis of his/her yearly activities for the NSBE Annual Report.
13. Shall develop the national programs & objectives, the national directives of the society and recommend national projects & programs and monitor their development.
14. Shall be notified in advance of all events involving NSBE, its name, and/or membership and, upon receiving such information, will then communicate the information to the NEB prior to the occurrence of the event.
15. Shall produce an official transition report at the close of the term of office.

B. National Vice Chairperson

1. Shall preside over the National Executive Board meetings and other appropriate functions in the absence of the National Chairperson.
2. Shall chair the Membership Zone and present periodic zone reports to the National Chairperson.
3. Shall develop and evaluate national projects and programs along with the Programs Chairperson.
4. Shall ensure the annual regional Convention strategy reflects the national focus.
5. Shall attend regional conferences as the NEB representative whenever financially and logistically feasible.
6. Shall develop and finalize the National Executive Board meeting agenda.
7. Shall coordinate and evaluate the intra-board communications.
8. Shall monitor, update, and report to the Society the progress in meeting the strategies as outlined in the Long Range Strategic Plan.
9. Shall produce an official transition report at the close of the term of office.

C. National Treasurer

1. Shall maintain the organization's financial accounts.
2. Shall work directly with NSBE's management firm and/or legal counsel, when necessary.
3. Shall determine, together with the other national officers, the allocation of NSBE financial resources to allow for steady cash flow.
4. Shall implement, monitor, and, as needed, modify the organization's financial policy related to expenditures and cash flow with the approval of the National Executive Board.
5. Shall design an annual National Budget.
6. Shall provide quarterly financial reports at National Executive Board meetings.
7. Shall chair the Finance Zone and present periodic reports to the National Chair.
8. Shall compile a brief synopsis of his/her yearly activities for the NSBE Annual Report.
9. Shall produce an official transition report at the close of the term of office.

D. National Secretary

1. Shall record and produce detailed minutes of all NEB and NEO meetings and distribute these minutes to all executive and advisory board members.
2. Shall chair the Communications zone and present periodic reports to the National Chair.
3. Shall develop an operational calendar of National events.
4. Shall ensure the adequate distribution of official NEB stationary to all executive and advisory board members.
5. Shall be responsible for the safekeeping of the corporate seal of the National Society.
6. Shall produce an official transition report at the close of the term of office.

E. National Publications Chairperson

1. Shall be responsible for all national publications, not specifically assigned to other NEB committees.
2. Shall evaluate, approve, and finalize the general content of the NSBE magazine with the assistance of the Editor.
3. Shall evaluate publication alternatives.
4. Shall maintain regional publications liaisons.
5. Shall serve as Chairperson of the Publications Committee.
6. Shall finalize the content and distribute bi-monthly bulletins to chapters concerning national and regional affairs.
7. Shall design and publish informational brochures, (i.e. Engineering Disciplines, about NSBE etc.), all carrying the NSBE logo and name, to be distributed to NSBE chapters, corporations, high schools, other organizations and the general public.
8. Shall produce an official transition report at the close of the term of office.

F. National Communications Chairperson

1. Shall finalize the content and distribute the Communications Evaluations and Guidelines.
2. Shall enforce process and procedures in relations to the NSBE website.
3. Shall serve as the content administrator for the NSBE website.
4. Shall prepare and review material for the official NSBE website as needed.
5. Shall produce an official transition report at the close of the term of office.

G. National Public Relations Chairperson

1. Establish interface mechanisms with above mentioned organizations when expedient and viable.
2. Establish mechanisms to define resources of the National Society by industry and vice versa. Select committee to administer speaker's bureau; the committee reports to Public Relations Chairperson.
3. Shall make official statements for the organization with the approval of the National Chair.
4. Shall identify other black engineering student/professional organizations for the purpose of collaboration and/or support.
5. Shall be responsible for monitoring, preserving and approving the use of the official NSBE logo.
6. Shall produce an official transition report at the close of the term of office.

H. National Finance Chairperson

1. Shall identify and contact national funding sources.
2. Shall prepare and finalize solicitation packets for submission to corporations and foundations on behalf of NSBE.
3. Shall assist regional finance chairs in developing regional solicitation strategies.
4. Shall serve as the Society liaison for the organization's corporate partners.
5. Shall produce an official transition report at the close of the term of office.

I. National Membership Chairperson

1. Shall distribute information regarding the chartering process to potential chapters.
2. Shall distribute membership information on an 'as needed' basis; otherwise, membership information shall be distributed by World Headquarters.
3. Shall compile membership statistics and make them available to the NEB.
4. Shall coordinate chapter charter renewals.
5. Shall maintain updated rosters of members and chartered chapters.
6. Shall encourage the creation of new NSBE chapters.
7. Shall serve as Chairperson of the Community College Initiative (CCI) Committee
8. Shall compile a brief synopsis of his/her yearly activities for the NSBE Annual Report.
9. Shall manage activities concerning Regional Membership Chairpersons.
10. Shall produce an official transition report at the close of the term of office.

J. National Programs Chairperson

1. Shall work with the Regional Chairperson to develop uniform programs in keeping with the goals of the Society.
2. Shall coordinate national program activities for the Annual Convention with the Convention Planning Committee.
3. Shall design and implement methods by which chapters may learn how to create and maintain programs.
4. Shall compile a brief synopsis of his/her yearly activities for the NSBE Annual Report.
5. Shall be responsible for the implementation of national projects and programs.
6. Shall appoint and chair the National Awards Committee on an annual basis with the consent of the NEB.
7. Shall manage the activities of the National Programs Zone.
8. Shall produce an official transition report at the close of the term of office.

K. Regional Chairpersons

1. Shall develop resources within the regions in order to carry out regional programs.
2. Shall coordinate the activities of the regional executive boards.
3. Shall work with regional advisory boards.
4. Shall make public statements concerning the regions.
5. Shall coordinate regional conferences with sponsoring chapters and regional conference planning committees.
6. Shall generate funds from the National Executive Board and/or other sources in order to finance regional programs and operations.
7. Shall see that all chapters in the region receive the information and materials they need in order to function efficiently.
8. Shall see that all chapters within the region submit required documents in a timely manner.
9. Shall identify potential chapters to charter within the region.
10. Shall compile a brief synopsis of his/her yearly activities for the NSBE Annual Report.
11. Shall produce an official transition report at the close of the term of office.

L. National Professionals Chairperson

1. Shall oversee all activities of the NSBE Professionals.
2. Shall serve as a member of the NEB and Membership Zone, and as representative of the NSBE Professionals.
3. Shall coordinate the activities of the Professional Executive Board.
4. Shall approve, in advance, all official communications sent out in the name of NSBE Professionals.
5. Shall make public statements concerning the Professional.
6. Shall compile yearly Professionals report.
7. Shall compile a brief synopsis of his/her yearly activities for the NSBE Annual Report.
8. Shall ensure Professionals activities are consistent with the approved Professional Interface Guidelines, Professional Operating Guidelines and NSBE Constitution.
9. Shall develop resources in order to finance Professional's programs and operations.

M. National Academic Excellence Committee Chairperson

1. Shall manage and coordinate the activities of the Academic Excellence Committee and Regional Academic Excellence Chairs and Professionals Collegiate Initiative Chairs.
2. Shall oversee the research, development, and implementation of academic excellence programs that meet the membership's needs.
3. Shall assess the effectiveness of the various academic excellence programs that are implemented.
4. Shall promote the matriculation of members into graduate studies and/or successful professional/academic careers.
5. Shall supervise and support implementation of the applicant selection process for the distribution of NSBE scholarships.
6. Shall assist the Awards Committee with the assessment and selection of candidates for Academic Excellence awards.
7. Shall produce an official transition report at the close of the term of office.

N. National Pre-College Initiative Committee Chairperson

1. Shall manage and coordinate the activities of the Pre-College Initiative Committee and Regional and Professional Pre-College Initiative Chairs.
2. Shall with the concurrence of the Publications Committee Chairperson select the *NSBE Bridge* Editor. This appointment shall be confirmed by the National Executive Board.
3. Shall appoint the PCI Academic Development Coordinator, Technical Development Coordinator, and Leadership Development Coordinator with the approval of the National Executive Board.
4. Shall compile a brief synopsis of his/her yearly activities for the NSBE Annual Report.
5. Shall produce an official transition report at the close of the term of office.

O. International Committee Chairperson

1. Shall coordinate the activities of the International Committee.
2. Shall coordinate international conferences with sponsoring international countries, chapters, and international conference planning committees.
3. Shall identify potential chapters to charter internationally.
4. Shall see that all international chapters receive the information and materials they need in order to function properly.
5. Shall produce an official transition report at the close of the term of office.

P. National Technical Outreach and Community Help Chairperson (TORCH)

1. Shall manage and coordinate the activities of the Technical Outreach and Community Help Committee.
2. Shall coordinate and review outreach and STEM engagement programs and initiatives for NSBE.
3. Shall identify and maintain strategic relationships that support TORCH program objectives.
4. Shall direct the distribution of Society resources earmarked for the implementation of TORCH initiatives.
5. Shall develop and maintain assessment of TORCH programs for the Society.
6. Shall compile a brief synopsis of his/her yearly activities for the NSBE Annual Report.
7. Shall produce an official transition report at the close of the term of office.

Section 4. Duties of Appointed Positions

A. National Financial Controller

1. Shall monitor the financial policies and procedures as set by the National Executive Board or the National Treasurer as they pertain to the Regions and the NSBE Professionals.
2. Shall approve specific expenditures of the Regions and the Professionals consistent with the National Budget.
3. Shall approve budget modifications for the regional and Professional budgets subject to the constraint that the National budget expense bottom line is not changed.
4. Shall assist the Regional and Professional Treasurers in the performance of their duties on an as-needed basis.
5. Shall serve as a NEB liaison to the Meeting Planning Team for society conference planning.
6. Shall perform budget management for any other financial accounts as delegated by the National Treasurer.
7. Shall perform other tasks as assigned by the National Treasurer.
8. Shall produce an official transition report at the close of the term of office.

B. National Assistant Treasurer of Special Projects

1. Shall research grant proposals that include need assessments and statistical analyses for the organization.
2. Shall serve as the National Finance Zone liaison that will develop, monitor, and maintain the budget for assigned national taskforces.
3. Shall prepare proposals and cost estimates of National Executive Board special projects for organizational financial advancement.
4. Shall investigate and report on the feasibility of proposed programs.
5. Shall perform other tasks as assigned by the National Treasurer.
6. Shall produce an official transition report at the close of the term of office.

C. National Leadership Institute Chairperson

1. Shall supervise the activities of the National Leadership Conference Planning Committee.
2. Shall coordinate the program activities of the National Leadership Institute and the National Leadership Institute Committee.
3. Shall lead the development of a comprehensive leadership transition, onboarding, and orientation plan for the subsequent term of the National Executive Board.
4. Shall produce an official transition report at the close of the term of office.

D. Convention Planning Committee Chairperson

1. Shall ensure a successful and productive Annual Convention on an annual basis.
2. Shall compile a brief synopsis of his/her yearly activities for the NSBE Annual Report.
3. Shall produce an official transition report at the close of the term of office.

E. National Parliamentarian

1. Shall serve as a resource on the governing documents of the National Society.
2. Shall serve as a resource on proper parliamentary procedure.
3. Shall coordinate national election procedures at the Annual Convention.
4. Shall produce an official transition report at the close of the term of office.

F. National Engineering Diversity Chairperson

1. Shall coordinate the activities of the Engineering Diversity Committee.
2. Shall create a formal vehicle to support the development of members in their pursuit to become of post-engineering-degree career pathways.
3. To develop resources and partnerships that aid in the exploration of career pathways via engineering.
4. Shall produce an official transition report at the close of the term of office.

G. National Governance Standards Chairperson

1. Shall audit all National governing documents, policies, and guidelines to ensure they align with current Society practices, they are internally consistent and legally compliant, and they reflect current non-profit standards.
2. Shall assist Regions with the auditing of Regional governing documents.
3. Shall research and propose amendments to the National and Regional governing documents as needed.
4. Shall monitor developments in non-profit governance and recommend adoption of emerging best practices.
5. Shall support Board development by recommending training and resources related to structure, governance, and policy.
6. Shall work on additional projects as outlined by the National Executive Board.
7. Shall produce an official transition report at the close of the term of office.

H. National Technology Chairperson

1. Shall govern all IT infrastructure and procedures within NSBE.
2. Shall chair the Technology Committee.
3. Shall establish and maintain a high level of technical excellence within the organization that is current with the latest technological advancements.
4. Shall research, develop, and approve new software and other tools to provide technical solutions that support the organization's needs.
5. Shall govern the completion of all website properties.
6. Shall serve as an Administrator for the NSBE.org.
7. Shall oversee the NSBE web development team.
8. Shall govern the training and transition of WHQ, NEB, and regional counterparts on NSBE's technology.
9. Shall enforce all technology policies.
10. Shall produce an official transition report at the close of the term of office.

Section 5. Conflicts of Interest

- A. Whenever any National or Regional Board member, Advisor, Committee member, or World Headquarters employee and/or such individuals’ family member (collectively, “Interested Person”) has a financial or personal interest in any matter coming before the National Executive Board, the Board shall ensure that:
1. The interest of the Interested Person is fully disclosed to the Board.
 2. No Board member with such an interest may vote on the matter, participate in the deliberations regarding the matter, or be counted in determining the existence of a quorum at the National Executive Board meeting at which such a matter is voted upon. No other Interested Person may improperly influence the Board’s deliberations or decision on the matter.
 3. Any transaction in which the interest of an Interested Person is involved can only be approved by a majority of the National Executive Board members who are not interested or connected as they determine it to be in the best interests of the National Society.
 4. If the disinterested Board members approve a transaction involving an Interested Person, any compensation or other economic benefit provided in connection with such transaction shall be reasonable and shall not exceed fair market value.
 5. The minutes of meetings at which such votes are taken shall record the Conflict-of-Interest disclosure, abstention, and rationale for approval for transparency.
- B. All National and Regional leaders with delegated powers from the National Society shall annually sign a statement affirming that they have received, read, understood, and shall comply with the organization’s Conflict of Interest Policy. In said statement, each individual shall also affirm that, in his or her leadership capacity, he or she will act in a manner consistent with and in furtherance of the National Society’s tax-exempt purposes. Any allegation of violations of the Conflict of Interest policy by a National or Regional leader shall be referred to the Standards and Ethics Committee for investigation.

Section 6. Indemnification

- A. The National Society may indemnify current and former members of the National Executive Board as permitted or required by law for expenses, judgments, fines, and settlements arising from any related civil, criminal, administrative, or investigative actions while in service to the National Society, provided the members acted in good faith, fulfilled their fiduciary duties, reasonably believed their actions were in the organization’s best interests, and were found not to have engaged in unlawful, negligent, or intentionally wrongful conduct.
- B. Any compromise or settlement payment shall be approved by a majority vote of the members of the National Executive Board who are not parties to said actions, assuming the makeup of this group meets a quorum. If a quorum cannot be constituted by non-interested parties, the National Society shall employ legal counsel for the purpose of approving such payments consistent with the National Society’s Financial Policy.

ARTICLE VII – TERMINATION OF BOARD MEMBERS

Section 1. Board Member Removal

- A. Any board member or member of the Advisory Board of the National Society may be impeached and removed from their position in either of the following ways:
 - 1. A majority vote of the NSBE Senate; or
 - 2. A two-thirds vote of the National Executive Board, excluding the board member subject to impeachment, upon the recommendation of the National Chairperson; or
 - 3. A three-fourths vote of the National Executive Board, excluding the board member subject to impeachment, without the recommendation of the National Chairperson.

Section 2. Regional Chair Removal Exception

- A. The National Executive Board may only remove a Regional Chairperson from the National Executive Board as the Region’s representative. A Regional Chairperson can only be removed from their office as the Region’s executive officer per the established working rules of the Region.
- B. If a Regional Chairperson is impeached and removed from the National Executive Board as the Region’s representative, the next highest-ranking sitting officer of the Regional Executive Board shall assume all rights and privileges of the Regional Chairperson position on the National Executive Board with the consent of the Regional Executive Board (in consultation with the Regional Advisory Board) and the consent of the National Executive Board.

Section 3. Professionals Chair Removal Exception

- A. The National Executive Board may only remove the Professionals Chairperson from the National Executive Board as the representative of the Professionals. The Professionals Chairperson can only be removed from their office as a Professionals’ executive officer per the terms of the operation guidelines of the Professionals.
- B. If the Professionals Chairperson is impeached and removed from the National Executive Board, the next highest-ranking sitting officer of the Professionals Executive Board shall assume all rights and privileges of the Professionals Chairperson position on the National Executive Board with the consent of the Professionals Executive Board and the National Executive Board.

ARTICLE VIII – MEETINGS

Section 1. The Annual Meeting

- A. The annual meeting of the National Society shall take place during the Annual Convention. At each annual meeting of the National Society, there shall be elected an Executive Board of the National Society for the ensuing year and at which meeting such other business may be transacted as may be found, from time to time, necessary, desirable or useful.
- B. Notice of the annual meeting of the National Society shall be given in writing to all members in good standing no less than thirty (30) days prior to said meeting.
- C. A quorum for the transaction of business at the annual meeting of the National Society shall be:
 - 1. No less than three (3) National Officers; and,
 - 2. No less than four (4) Regional Chairpersons; and,
 - 3. No less than two (2) members in good standing from any one (1) region of the National Society.

Section 2. Virtual Annual Meeting

- A. Should circumstances make it impossible for the National Society to have the annual meeting in person prior to the expiration of the Board’s term of office, the National Society, by a three-fourths vote of the National Executive Board, may allow the convening of a virtual annual meeting for purposes of conducting the business outlined in Section 1. If deemed necessary, the virtual annual meeting must be held prior to the expiration of the Board’s term of office.
- B. Notice of the virtual annual meeting of the National Society shall be given in writing to all members in good standing within 48 hours of the decision to conduct a virtual annual meeting.
- C. A quorum for the transaction of business at a virtual annual meeting of the National Society shall be:
 - 1. No less than two National Executive Officers; and,
 - 2. No less than two National Standing Committee Chairs; and
 - 3. No less than three Regional Chairs; and
 - 4. No less than two (2) members in good standing from any one (1) region of the National Society.

Section 3. Annual Convention

- A. The Annual Convention shall be conducted in accordance with the NSBE Constitution, these Bylaws, and any resolution approved by the National Executive Board.
- B. The Annual Convention shall rotate between the six regions according to the following:
 - 1. Each region shall host the Annual Convention at a minimum of once every 10 years, and at a maximum of three times within a 10-year span.
 - 2. No region shall host the Annual Convention for more than two years consecutively.
- C. The Convention city shall be approved by the National Executive Board at least two years prior to the Convention, based upon the following criteria:
 - 1. Recommendation of the hosting region;
 - 2. The city's ability to accommodate the Convention;
 - 3. The relative cost to the membership and to the society;
 - 4. The availability of desirable dates;
 - 5. Any other considerations deemed appropriate by the National Executive Board.

Section 4.

- A. The Convention Planning Committee Task Force shall consist of the National Treasurer, the National Finance Committee Chairperson, the Convention Planning Committee Chairperson for the current Convention, the Chairperson of the region of the current Convention, the Chairperson of the region of the site under consideration, a member of the National Advisory Board selected by the Advisory Board Chairperson, one additional member of the National Executive Board selected by the National Chairperson and a World Headquarters' Staff member selected by the Chief Executive Officer. The National Treasurer shall serve as Chairperson of the Task Force.

Section 5.

- A. The Convention Planning Committee Task Force (CPC Task Force) will have the following responsibilities:
 - 1. To oversee the Convention Planning process to ensure that all the interests of the Society are balanced as pertains to the Convention.
 - 2. To make recommendations to the National Executive Board concerning Convention registration fees for the membership and corporations. These fees shall be approved before the National Budget is approved.
 - 3. To review the proposals of the host region for the Convention as to the host city and make a recommendation to the National Executive Board concerning the location.

4. To periodically review the Convention plans to ensure that adequate progress is made.
5. To oversee the entire Convention planning process and recommend changes as may from time to time be necessary.
6. To perform other tasks as assigned by the National Chairperson.
7. To approve the Convention Planning Committee Administrative Zone members as recommended by the CPC Chairperson.

Section 6. Convention Planning and Implementation

- A. The Convention Planning Committee (CPC) will be responsible for the planning and implementation of the Annual Convention.
- B. The CPC Chairperson will be approved by the National Executive Board upon the following selection process:
 1. All candidates should send a completed position application to the National Parliamentarian and the regional chair of the region that the specific Annual Convention is taking place in.
 2. The Regional Chair in question shall be the chairperson of a regional selection committee that consists of the Regional Advisory Board Chairperson of the region in question, a National Advisory Board member appointed by the National Advisory Board Chairperson, 1 additional member of the Regional Executive Board as appointed by the Regional Chair, 1 chapter president from the region appointed by the Regional Chair, a past CPC Chairperson as appointed by the Regional Chair, and any other individuals as approved by the National Executive Board.
 3. After the selection committee has convened and deliberated on candidates, the regional chair on behalf of the regional selection committee shall submit the top candidate to the National Executive Board for position approval.
- C. The CPC will have the following specific responsibilities:
 1. To determine a theme for the Convention that should be consistent with the goals and objectives of the Society.
 2. To recommend the Convention hotel to the CPC Task Force.
 3. To develop a Convention agenda which includes workshops which address issues relevant to the society as expressed by the National Objectives, Regional Concerns, and input from the membership. The workshops should focus on the cultural, technical, academic, professional concerns of the membership and all applicable key business areas of the National Long Range Plan. The agenda should also include ample time for Regional meetings and General Sessions.
 4. To conduct the National elections under the supervision of the National Parliamentarian.

5. To perform any other tasks as directed by the National Chairperson or the CPC Task Force.

Section 7. National Executive Board Meetings

- A. The Executive board of the National Society shall have no less than two (2) meetings per term of office; and a quorum for transacting business of the National Society shall be no less than ten members of said National Executive Board.
- B. A quorum for the transaction of all business at National Executive Board meetings shall be ten (10) voting members of the National Executive Board. The quorum must include:
 1. No less than two National Executive Officers; and,
 2. No less than two National Standing Committee Chairs; and
 3. No less than three Regional Chairs.

Section 8. National Leadership Conference

- A. The National Leadership Conference Planning Committee (NLCPC) shall be recommended by the National Leadership Institute Chair and confirmed by the NEB. The operating structure and committee members shall be identified in the National Leadership Conference Operating Guidelines, which will be modified by the NEB and maintained by the National Leadership Institute Chair.
- B. The National Leadership Conference will have the following purposes:
 1. To teach participants the leadership skills necessary for the development of their positions and their personal development.
 2. To alert participants of specific problems relevant to the operation of the Society.
 3. To train participants in problem solving techniques.
 4. To give participants input into the planning process for the upcoming year.
 5. To transition the National Executive Board.
- C. The NLCPC will have the following responsibilities:
 1. To recommend to the NEB the site for National Leadership Conference.
 2. To organize cost efficient travel and accommodations for all participants.
 3. To develop the Institute program under the direction of the National Programs Chairperson.
 4. Other responsibilities as assigned by the National Chairperson.

- D. The participants of the National Leadership Conference shall include, but need not be limited to, the following:
1. The past National Executive Board members approved by the National Executive Officers and the current National Executive Board.
 2. The four officers of each region and the regional representatives to each of the National Standing Committees.
 3. The officers, Regional Chairs, and committee representatives to the National Standing Committees of the Professionals.
 4. Other people as approved by the National Executive Officers.

Section 9. NSBE International Conference

- A. The NSBE International Conference Planning Committee (NICPC) shall be headed by a Chairperson recommended by the National Chairperson and approved by the NEB. The planning committee shall be advised by a member of the Advisory Board designated by the National Advisory Board Chairperson.
- B. NSBE International Conferences will have the following purposes in order of priority.
1. Recruit and charter International chapters.
 2. Support existing International chapters.
 3. Enhance public relations for NSBE.
 4. Share the NSBE Vision with stakeholders in other countries.
 5. Expose membership to other cultures, ideas, technology, and experience.
 6. Establish contact with parties to strengthen the organization and the community.
- C. The NICPC shall have the following responsibilities:
1. To organize cost efficient travel and accommodations for all participants.
 2. To develop the conference program under the direction of the National Programs Chairperson
 3. Other responsibilities as assigned by the National Chairperson.

Section 10. Regional Conferences

- A. Regional Conferences shall be conducted in accordance with the NSBE Constitution, these Bylaws, and any resolution approved by the National Executive Board.
- B. Regional Conference shall occur during the following general timeframe: Regional Leadership Conference (RLC) – Aug, Sept, Fall Regional Conference (FRC) – Oct, Nov, Spring Regional Conference (SRC) – Jan, Feb.
- C. The conference site shall be selected based upon the following criteria:
 - 1. Recommendation of the region;
 - 2. The city’s ability to accommodate the conference;
 - 3. The relative cost to the membership and to the society;
 - 4. The availability of desirable dates;
 - 5. A vote of the Regional Executive Board;
 - 6. Any other considerations deemed appropriate by the National Executive Board.
- D. The Regional Conference site selection timeline shall be as follows:

Conference	Site Selection Deadline	Signed Contract Deadline
RLC	April 30 th , 2 years prior	August 31 st , 2 years prior
FRC	September 30 th , 2 years prior	November 30 th , 2 years prior
SRC	December 30 th , 2 years prior	April 30 th , 2 years prior

- E. The regional executive board shall select a site for a conference by the deadline date in line with regional operations and finances.
- F. The regional executive board will work with the Meeting Planning Team to secure a contract by the deadline.
- G. The National Executive Board will work with the Meeting Planning Team to select all conference sites and secure contracts for regions that do not meet the deadline dates.
- H. A chapter may bid to host the conference up to the time of the conference the year prior.
- I. If no chapter bids are received and approved by the regional executive board by the close of the conference the year prior a conference planning chair will be appointed from the region at large by the regional chair. The regional conference planning chair will then form a conference planning committee.

Section 11. Business by Electronic Media (E-Business)

- A. The National Executive Board may use Electronic Media to conduct business between meetings for issues of timeliness. The definitions, process, and scope for the allowable forms of Electronic Media used for conducting such business shall be defined in an E-Business Policy.
- B. Votes conducted by Electronic Media shall be recorded in the minutes of the following meeting of the National Executive Board.

Section 12. Meetings Held Electronically

- A. Except as otherwise provided in the National Constitution and these bylaws, electronic meetings of the NSBE Senate, National Executive Board, and all committees governed by these bylaws shall be conducted via one of the following methods:
 - 1. Through use of an Internet meeting service designated by the National Administrative Zone that supports required forms of voting and visible displays identifying those participating, identifying those seeking recognition to speak, and showing (or permitting the retrieval of) the text of pending motions,
 - 2. By teleconference or videoconference, with separate electronic means established for anonymous voting and document sharing as required,
 - 3. Hybrid, where some members attend in person, and other members not physically present may participate through an internet service, teleconference or videoconference, or
 - 4. Any other electronic communication method specifically documented and approved by the National Communications Zone.
- B. Electronic meetings shall be subject to all rules adopted by the NEB to govern them, which may include any reasonable limitations on, and requirements for, members' attendance and participation. Any such rules adopted by the NEB shall supersede any conflicting rules in the parliamentary authority but may not otherwise conflict with or alter any rule or decision of the Society or the NEB.

ARTICLE IX – ADMINISTRATION

Section 1. National Advisory Board (NAB)

- A. The National Executive Board shall establish and maintain a National Advisory Board to support the mission and objectives of the National Society and the work of the National Executive Board.
- B. The National Advisory Board responsibilities are to:
 - 1. Advise the National Executive Board on achieving organizational objectives, executing organizational activities, and developing programs needed to carry out NSBE’s mission.
 - 2. Serve as a source of expertise and historical information for the National Executive Board, Professionals Executive Board, Regional and Committee Chairpersons, and World Headquarters staff regarding on-going or proposed programs.
 - 3. Engender continuity across the terms of office of the National Executive Board.
 - 4. Support and assist the work of board committees as outlined in these Bylaws.
 - 5. Develop and disseminate advising principles to the Regional Advisory Boards to help them support their respective Regional Executive Boards.
 - 6. Perform additional duties as outlined in these Bylaws, as requested by the National Executive Board, or as requested by the National Chairperson.
- C. The composition and structure of the National Advisory Board shall be defined as follows:
 - 1. The National Advisory Board shall consist of no more than twelve (12) National Advisors, and the National Chairperson-Emeritus.
 - 2. National Advisors shall be nominated for National Executive Board approval by recommendation of the National Advisory Board Chairperson and/or the National Chairperson after a formal vetting process conducted by the National Advisory Board. Upon formal approval of their appointment by the National Executive Board, they shall serve for a term of three (3) years. National Advisors’ terms are renewable and shall be staggered so that approximately one-third (1/3) of them expire each year.
 - 3. The National Advisory Board shall have four officers: a Chairperson, a Vice Chairperson, a Secretary, and a Treasurer. These board officers shall be elected by the National Advisory Board members themselves and perform duties in accordance with the National Advisory Board Operating guidelines.
 - 4. Each National Advisor shall be assigned a primary Zone of the National Executive Board to advise, but their influence may extend to support any elements of National Society operation as deemed necessary by the National Advisory Board and/or the National Executive Board.

ARTICLE X – FINANCES

Section 1. General

- A. No funds shall be expended, encumbered, or otherwise disbursed by NSBE other than in accordance with the procedure for the authorization of expenditures or investments in these Bylaws.

Section 2. Budget Process and Timetable

- A. The Operating Budget shall be presented by the Treasurer to the NEB for its modification and approval no later than the last NEB meeting prior to the beginning of the new fiscal year.
- B. The Operating Budget shall be approved by the National Executive Board by a two-thirds vote. The approved budget must be balanced.

Section 3. Budgetary Authority

- A. Once the Operating Budget has been approved, the Treasurer shall be authorized to approve specific expenditures of funds in accordance with it, subject to the provisions of the Constitution and these Bylaws and to the following requirements:
 - 1. The treasurer shall report to the NEB on actual expenditures from each Operating Budget line-item according to the following schedule:
 - a. No later than the fifteenth day after the end of each quarter, on the actual expenditures as of the end of previous quarter.
 - b. Whenever the actual expenditures for a given detailed line-term (or a line-term, where no detail was approved) have exceeded the budgeted amount, or appear likely to exceed the budgeted amount before the next regularly scheduled report.
 - 2. The Treasurer shall report to the NEB on any changes in circumstances which would cause total income to be less than budgeted, as soon as such changes come to his/her attention, and shall suggest corrective action as may be required for the fiscal soundness of NSBE.
 - 3. The NEB may modify the Operating Budget by a two-thirds vote.
 - 4. The Treasurer shall not approve any expenditure which would result in a detailed line-item (or a line item, where no detail was approved) being overspent by \$200.00 or 10% of the authorized amount, whichever is greater, unless and until the appropriate budget modification has been approved by the NEB, except under the provisions listed in Section 3.

5. If, in the opinion of the National Chairperson, a situation arises in which funds must be expended in order to maintain the financial stability and / or integrity of the Society and it is not feasible to conduct a meeting of the Executive Board, then the Chairperson with the concurrence of the Treasurer and a member of the Advisory Board designated by the Chairperson of the Advisory Board may incur such expenses as are warranted, (the Executive Board will be notified of any such action as soon as possible).
6. The Annual Convention portion of the budget can be modified by the National Treasurer with the concurrence of the CPC Task Force subject to the constraint that the net income of the Convention is not changed.
7. A region may modify its portion of the budget in a manner defined within its working rules with the concurrence of the National Treasurer subject to the constraint that the net income is not changed.
8. No funds from the Special Programs portion of the budget shall be expended unless and until the corresponding revenues are raised from external sources or funds are reallocated from internal sources subject to the constraints placed upon each internal source.
9. The *NSBE Journal* portion of the budget may be modified by the National Treasurer with the concurrence of the Publications Task Force subject to the constraint that the net income of the *NSBE Journal* is not changed.
10. The National Office portion of the budget can be modified by the National Treasurer with the concurrence of the Chief Executive Officer subject to the constraint that the total National Office expenses are not changed.

Section 4. Reserve Funds

- A. General Reserve – except as otherwise provided in these Bylaws, any excess of Operating Budget Income over expenditures shall be credited to, or any excess of expenditures over income shall be charged to, the General Reserve Fund of NSBE at the end of each fiscal year.
- B. Capital Reserve -NSBE shall have a Capital Reserve in which funds are placed to provide for purchase of property and/or capital equipment. Expenditures from the Capital Reserve greater than \$500.00 shall require the approval of the Executive Board.

Section 5. Financial Policy and Investments

- A. The Programs Fund line-item shall be allocated by either of the methods listed below:
 1. A vote of the Executive Board, or
 2. A vote of a committee composed of the Treasurer, Vice-Chairperson and Programs Committee Chairperson.

- B. Loans may be authorized to individual regions by a committee composed of the Treasurer, Finance Committee Chairperson, and a member of the Advisory Board designated by the Chair of the Advisory Board under the following conditions:
 - 1. That expenses covered by the loan are within the region's approved budget.
 - 2. No region will be allowed to incur outstanding loans totaling more than \$2,000.00.
 - 3. The total amount of funds on loan shall not exceed 40% of the General Reserve Fund.
- C. Signature Power -Within the limitations of these Bylaws the Treasurer shall have the authority to establish and close deposit accounts, to withdraw funds from such accounts, and to purchase and sell financial instruments, in the name of NSBE. The Treasurer may delegate this authority, but shall continue to be responsible to the NEB for its exercise. The Treasurer shall report to the NEB once a year on all such delegations in effect and shall report any changes in such delegations on a timely basis.
- D. Reporting -the Treasurer shall report to the NEB on the investments of NSBE on a quarterly basis.
- E. Borrowing -All borrowing by NSBE must be approved in advance by the NEB, except for normal short-term trade credit extended by vendors.
- F. Any contributions to the Society which are restricted to a specific purpose may only be expended in a manner consistent with the original grant. Any changes to the restrictions must be agreed on by the contributor, the intended recipient, and the National Executive Officers prior to the changes becoming effective.
- G. All bank accounts shall require two signatures in order to remove funds. Any accounts opened by any entity of the Society on the National or Regional level shall send the following information to the National Office:
 - 1. The name of the bank.
 - 2. The address of the bank.
 - 3. The bank ABA number.
 - 4. The people who have signature authority on the account.
 - 5. A copy of the monthly statement and the originals of all canceled checks.

Section 6. Travel Allocations

- A. Any NEB member may attend regional conferences or any other event as the National Board representative whenever financially and logistically feasible.

Section 7. Chapter Suspension

- A. Any chapter which has an outstanding financial obligation to the Society will have its registration suspended four weeks after official notification by the National Office. This suspension will remain in effect until the obligation is met or until the National Executive board votes to repeal the suspension.

ARTICLE XI – ADHOC COMMITTEES

Section 1. Administrative and Personnel Committee

- A. The Administrative and Personnel Committee (APC) shall consist of the National Chairperson, who shall serve as the Chair, the National Treasurer, one National Executive Officer selected by the National Chairperson, the National Chair Emeritus, two members of the National Advisory Board recommended by the National Advisory Board Chairperson and one individual recommended by any member of the NEB, WHQ management or NAB and appointed by a majority vote of the APC. In the event that the Chair Emeritus is not approved, the National Chairperson can select an additional National Executive Officer. The APC must be appointed by the first meeting after the Chairperson takes office. The APC is allowed to have proxy members; these members must also be approved by the NEB but the approval does not need to occur at the first meeting. The APC shall meet prior to every National Executive Board meeting; a quorum for transacting business shall be no less than six (6) members of said committee not to include proxy members. The committee shall appoint a designated person at each meeting to maintain minutes; these minutes shall be taken and approved by a quorum of the committee.
- B. The Administrative and Personnel Committee shall be responsible for the following duties:
 - 1. It shall research and compile data necessary to make decisions included among its responsibilities.
 - 2. It shall recommend to the National Executive Board salaries of all Director Level World Headquarters staff in the Society. It shall recommend to the National Executive Board raises and compensation for all World Headquarters staff in the Society. The salary lines in the National Budget shall comprise of all WHQ staffing salaries and shall be approved by the National Executive Board in aggregate.
 - 3. It shall work with the Chief Executive Officer to review the performance of each of the staff managers and coordinators of the Society in order to determine the World Headquarters salary for the next fiscal year. This evaluation must take place prior to the submission of the budget for the following fiscal year.
 - 4. It shall decide on the hiring and termination of Director level and above NSBE employees in accordance with the Society Budget.
 - 5. It shall work with the Chief Executive Officer to determine the hiring and termination of staff managers and coordinator in accordance with the Society Budget.

6. It shall work with the Chief Executive Officer to develop and sustain a short and long range staffing plan for World Headquarters which supplements the salaries in the salary lines in the National Budget. This staffing plan must be approved by the National Executive Board.
7. It shall advise the NEB on the need to alter the number of staff positions by creating new positions or eliminating old staff positions and notify the NEB of any decision to add or remove employees.
8. It shall monitor and document employees concerns and address concerns in accordance with the most recent version of the World Headquarters employee handbook.
9. The Chair shall distribute a meeting agenda to the NEB prior to each meeting and shall provide a brief synopsis following each meeting to the NEB excluding confidential information including but not limited to social security numbers, individual staff performance reviews, workplace injury information, pay levels and health related information may not be disclosed to any parties outside of the APC.
10. It shall work with the Chief Executive Officer to provide to the NEB Quarterly reviews of the various departments' performance at World headquarters.
11. It shall hear and rule upon any staff grievances which cannot be resolved at the immediate supervisor and next level manager level. APC decisions in these matters are final.

Section 2. Standards and Ethics Committee

- A. The Standards and Ethics Committee shall consist of 5 members of the National Advisory Board as selected by the National Advisory Board Chair; 2 student members of the National Executive Board as selected by the National Chair; and the National Chair Emeritus, the National Parliamentarian, the National Professionals Parliamentarian and the Chief Executive Officer who shall serve as ex officio without vote. The committee members shall be approved at the first meeting of the National Executive Board. After appointment, the committee shall select a Chair and Secretary. The committee Chair must be one of the National Advisory board committee members.
- B. The Standards and Ethics Committee shall be responsible for the following duties:
 1. It shall enforce all policies outlined within the Code of Conduct and Conflict of Interest Policy.
 2. It shall enforce all policies concerning Executive Board membership.
 3. It shall investigate and rule on any reported violations of the policies listed in subsections 1 and 2 above.
 4. It shall perform other tasks as assigned by the National Executive Board.
 5. It shall maintain an appropriate level of confidentiality concerning all issues under its consideration.

6. It shall notify the National Vice-Chairperson of any rulings of violations of the policies listed in subsections 1 and 2 above or any other reporting of the SEC related to any Executive Board member of the Society.
7. It shall advise the NEB on the need to alter any of the policies under its purview.

C. Disqualifications and Other Penalties

1. Violations of any of the provisions of Sections B are grounds for removal from office. Removal from office however is not automatic. If removal is not recommended and a person is found to have committed such an act to violate policies, the penalty imposed by the Standards and Ethics Committee may be equal to or less severe as stated within the Penalties section.
2. Hearings
 - a. All meetings of the Standards and Ethics Committee shall be closed to the individual and any additional parties needed for verification of the situation. An accurate transcript of all transactions shall be kept by the Secretary appointed for this purpose by the Committee.
 - b. Prior to the hearing, the individual (s) in question must be informed at least 48 hours in advance that a hearing will occur by the SEC Committee Chair.
 - c. At the hearing, the individual(s) in question will be presented with the information submitted to the SEC and additionally they may present evidence desired to the Committee.
 - d. During the hearing any committee member may present a recommendation on the violation for said individual and the committee shall vote on the individual penalties and any penalties affecting additional parties (i.e. chapters and regions).
 - e. After the hearing, the individual(s) in question will be contacted by the SEC Chair up to one week after with a final verdict from the committee.
3. Penalties
 - a. If the Standards and Ethics Committee determines that a violation has occurred, it may remove the individual from office or impose another penalty as is appropriate.
 - b. Removal of office and expulsion shall occur one week after the individual is notified by the SEC Chair.
 - c. Other penalties which may be imposed are probation, restitution, suspension, expulsion, and fines as detailed in the Code of Conduct.
 - d. Penalties imposed by the Standards and Ethics Committee may be overturned by a three-fourths vote of the National Executive Board. Violations that conflict with National Constitution and Bylaws are subject to the appeals process.

- e. The meeting minutes of all hearings pertaining to the impositions of penalties shall be made available to the National Executive Board upon request.

4. Appeals

- a. Any individual(s) involved in the violation has the right to appeal a decision made by the SEC. An appeal can be made directly to the National Executive Board by contacting the National Vice Chairperson and requesting time during a formal National Executive Board meeting.
- b. The SEC Chair and Secretary are responsible for submitting all documentation surrounding the violation and the imposed penalties to the National Vice Chairperson for the discussion.
- c. Appeals can be requested up to 30 days after a hearing has occurred.

Section 3. Engineering Diversity Committee

- A. The Engineering Diversity Committee shall consist of a Chairperson appointed by the National Chairperson and confirmed by the NEB, six (6) Regional representatives (one representative from each Region), a representative from the Professional Executive Board, National Engineering Diversity Chair Emeritus, a member of the Advisory Board designated by the National Advisory Board Chairperson, two (2) Special Interest Group member representatives, and any consultants the National Chair deems necessary and is approved by the National Executive Board.
- B. The Engineering Diversity Committee will have the following responsibilities:
 - 1. Provide a listing of African American owned Businesses (AAOBs) and distinguish which of those are NSBE Business owners for national membership.
 - 2. Serve as a resource for identifying workshop speakers for post-engineering degree and career pathways.
 - 3. Facilitate the career pathways Webinar Series.
 - 4. Serve as a resource for developing post-engineering degree pathways matriculation guides.
 - 5. Identify Engineering Diversity partnerships that aid in career path exploration via engineering and programmatic sponsorship opportunities.

Section 4. Awards Committee

- A. The Awards Committee shall be responsible for the oversight of all National awards programs. The committee shall be chaired by the National Programs Chair and be comprised of the Pre-College Initiative Chairperson, the Academic Excellence Chairperson, the Technical Outreach and Community Help Chairperson, the Finance Chairperson, the Membership Chairperson, two additional members of the NEB, a member of the PEB recommended by the PEB Chairperson, a member of the NAB recommend by the NAB Chairperson, two members representing the organization’s corporate partners, and a WHQ representative recommended by the Chief Executive Officer.
- B. The responsibilities of the Awards Committee shall include:
 - 1. To establish and modify awards criteria.
 - 2. To establish and modify judging procedures and guidelines.
 - 3. To establish and modify application and nominations materials and procedures.
 - 4. To review and approve new awards.
 - 5. To review and judge award applications/nomination and select award winners.
- C. The following policies shall apply to all awards:
 - 1. No member of the NEB shall be allowed to receive an award.
 - 2. All efforts must be exercised to prevent conflict of interests.

Section 5. Community College Initiative Committee

- A. The Community College Initiative Committee shall be chaired by the National Membership Chairperson, and shall consist of the National Programs Chairperson, National Academic Excellence Chairperson, National Professional Pre-College / College Initiative Chairperson, National MSP Director, and a representative of the National Advisory Board.
- B. The Community College Initiative Committee shall have the following duties:
 - 1. It shall promote the matriculation of math and science-based Community College students in four-year Engineering or Applied Science programs.
 - 2. It shall provide financial aid information, admissions information, and other pertinent information for Community College students interested in enrolling in a four-year Engineering or Applied Science program.
 - 3. It shall track the progress of Community College students through four-year programs and beyond.
 - 4. It shall develop implementation and measurement strategies for the program on the Chapter, Regional, and National level.

5. It shall compile a listing of potential Community College chapters for NSBE chapters to work with.

Section 6. Technology Committee

- A. The Technology Committee shall consist of the National Technology Chair, a member of the WHQ IT department, a Technical Development Coordinator, a member of the advisory board as assigned by the chair of the National Advisory Board, and the twelve Regional Telecommunications Chairs.
- B. The Technology Committee shall have the following objectives:
 1. To increase and maintain a high level of technical excellence within the organization, that is current with the latest technological advancements.
 2. To assess and unify the technical talents of the organization, to better serve NSBE.
 3. To research, develop, and/or implement new tools to provide technical solutions that support the organization's needs.
 4. To train the membership on the latest technological advances that will support the organization's Seven Key Business Areas.
- C. The Technology Committee shall have the following responsibilities:
 1. To provide governance and oversight to NEB members and WHQ departments on their technology needs to complete tasks, considering the impact on NSBE's infrastructure.
 2. To coordinate Chapter, Regional, National and International telecommunications/technical activities with up-to-date training.
 3. To plan and coordinate technical training for the membership and the community.
 4. To research new technologies, evaluate, and recommend new tools to help the organization better serve the membership.
 5. To provide input and insight into the development of data management strategies to ensure the secure and efficient handling of NSBE's data, including data storage, access, and analysis.
 6. To review all new software requests and evaluate existing software to ensure they meet organizational needs and standards.
- D. Technical Development Coordinator
 1. The Technical Development Coordinator shall coordinate special projects, research, and development efforts for NSBE, along with the Technology Committee.

Section 7. Document Review Committee

- A. The Document Review Committee shall consist of the National Parliamentarian who shall serve as chair, National Secretary, National Governance Standards Chairperson, one additional member of the NEB recommended by the National Chairperson and approved by the NEB, a member of the PEB selected by the Professionals Chair and approved by the NEB, two members of the National Advisory Board selected by the advisory board chairperson and approved by the NEB, and the Chief Executive Officer (CEO), or one of their direct reports as selected by the CEO on an as needed basis, who shall serve *ex officio* without vote.
- B. The Document Review Committee shall have the following responsibilities:
1. Review all proposals to amend the Constitution, the By-laws, National Policies, and National Guidelines to see what effect proposals will have on all aspects of NSBE's governing documents.
 2. Review all proposals to amend Regional working rules to ensure that the proposed changes do not conflict with the Constitution and By-laws.
 3. Review all proposals to amend the Professional Operating and Interface Guidelines to ensure that the proposed changes do not conflict with the Constitution and by- laws.
 4. Recommend proposal changes that best enable the intent to be in agreeance with the suggested verbiage changes.
 5. Recommend changes to the Constitution and By-laws based on changes in NSBE operating procedures.
 6. Review proposals to amend the Constitution that are passed by any region.
 7. Review proposals to amend the By-laws that are submitted by any delegate for approval at any National Meeting.
 8. Review proposals to make immaterial or clerical changes to the Constitution.
 9. Review and approve proposals to make immaterial or clerical changes to these Bylaws.
 10. Shall publish by May 1st of each year a list and explanation of any NEB policies and standing rules which are currently in effect and are not included in the national documents.
 11. Shall perform other tasks as assigned by the National Executive Board.
- C. After review the committee shall make recommendations to the NEB or to the Society as appropriate. Recommendations may include, but need not be limited to, any conflicts that the amendments may cause within NSBE's governing documents, the appropriateness for inclusion of the proposed amendment to the particular governing document, and any violations of the Constitution caused by proposed amendments to the By-laws.

Section 8. National Audit Committee

- A. The National Audit Committee shall consist of the National Treasurer, National Financial Controller, National Treasurer Emeritus, and a member of the National Advisory Board recommended by the National Advisory Board Chairperson and confirmed by the National Executive Board. The Chief Executive Officer and Chief Financial Officer shall serve as advisory members. Other WHQ Accounting and Finance staff members may be included in support of the committee's work at the discretion of the committee chair. The National Treasurer shall serve as Chairperson of the committee.
- B. The National Audit Committee shall be responsible for the following:
1. It shall ensure that the Society's external financial reporting obligations are fulfilled promptly.
 2. It shall verify that the organization employs an effective accounting system to process financial transactions using generally accepted accounting principles.
 3. It shall monitor the implementation of internal controls for efficiency and compliance to confirm they support the Society's ability to achieve its objectives, minimize fraud or error, and prevent asset loss or abuse.
 4. It shall supervise and observe the conduct of an independent external audit of the Society's financial systems, statements, reports, and position annually, including the selection and compensation of the audit firm.
 5. It shall review audit results and report relevant findings to the National Executive Board.

Section 9. National Leadership Institute Committee

- A. The National Leadership Institute Committee shall consist of the National Leadership Institute Chairperson, who shall serve as the chair of the committee, the National Leadership Conference Committee Chairperson, the Leadership Institute representative from each region, the National Professionals Talent Development Chairperson, a member of the National Advisory Board recommended by the National Advisory Board Chairperson and confirmed by the National Executive Board, the WHQ Chief Programs Officers, and additional committee members recommended by the National Leadership Institute Chairperson and approved by the National Executive Board.
- B. The National Leadership Institute Committee shall be responsible for the following:
1. It shall develop the training content for the orientation and onboarding of National and Regional leaders.
 2. It shall provide the scope of leadership training for the National Leadership Conference and the Regional Leadership Conferences.
 3. It shall manage the programming and curriculum provided by the National Leadership Institute.

4. It shall develop and implement a comprehensive leadership succession strategy to ensure the continuity and sustainability of the organization.
5. It shall define, implement, and advance a set of core leadership competencies required for effective leadership at all levels.
6. It shall create and/or promote opportunities for members to apply and develop their leadership abilities within NSBE and outside of NSBE.

Section 10. Funds Management Committee

- A. The Funds Management Committee shall consist of the National Treasurer, National Finance Committee Chairperson, and two members of the National Advisory Board recommended by the National Advisory Board Chairperson and appointed by the National Chairperson. The National Treasurer Emeritus and the Chief Financial Officer shall serve as ex officio members without a vote. Appointed Fund Management Committee members must be selected by the first meeting after the Chairperson takes office. The National Treasurer shall serve as Chairperson of the committee.
- B. The Funds Management Committee shall have the following responsibilities:
 1. It shall oversee investment of all NSBE funds in a manner consistent with these Bylaws and any acts of the NEB. The Committee members may not invest funds directly but instead must contract with a professional financial advisor. Funds may only be invested in mutual funds, money market funds, or risk-free financial instruments such as certificates of deposit or treasury bills.
 2. It shall draft the necessary request for proposals and select a financial advisor to invest NSBE's endowment, restricted funds, and excess funds available from cash flow only.
 3. It shall report to the NEB on a quarterly basis on the performance of all funds under their control. It shall review the annual performance of each NSBE investment. This evaluation must take place prior to the submission of the budget for the following fiscal year.
 4. It shall recommend an investment strategy for NSBE to the National Executive Board for its approval.
 5. It shall research and compile data necessary to make decisions included among its responsibilities.
 6. Consider names proposed for honorary naming opportunities and apprise interested parties of the policy for the selection of names:
 - a. Act as the formal conduit for names to be submitted, researched, and forwarded for recommendation,
 - b. Recommend a specific name in response to a naming opportunity,
 - c. Maintain records of approved dedications and building names,

- d. Receive and maintain brief biographical data and a statement as to why the person named is so honored, and
- e. Notify the requester of the dedication of the approval status once the National Executive Board has acted upon the request.

ARTICLE XII – ELECTIONS

Section 1. General

A. Types of Elections

1. General elections are those in which all student chapters of the Society are eligible to cast two votes.
2. Regional elections are those in which all student chapters in a particular Region are eligible to cast two votes.
3. Professional elections are those in which all Professional chapters are eligible to cast two votes.
4. Professional Regional elections are those in which all Professional chapters in a particular Region are eligible to cast two votes.

B. Times of Elections

1. Except as otherwise provided herein, all General Elections shall be held at Annual Convention.
2. All Regional, Professional, and Professional Regional elections may either be held at Annual Convention or a meeting of said body which occurs prior to the Annual Convention.

C. Election Timetable

1. The National Parliamentarian shall present to the National Executive Board for its information a timetable specifying completion dates for all aspects of an election at least three months prior to Annual Convention. The timetable shall include, but need not be limited to, the dates of all General, Regional, Professional, and Professional Regional elections; the timeline for the production of the Elections Handbook; and any other information as assigned by the National Executive Board or National Chairperson.

Section 2. Declaration of Intent

- A. A Society member shall seek election to a national position by filing a declaration of intent by a date specified in the Elections timetable.
- B. The National Parliamentarian shall approve a declaration of intent upon verification that all requirements for placement on the ballot have been met. These requirements include, but need not be limited to, all requirements as specified in the Constitution and Bylaws.
- C. No candidate shall be elected to office unless an approved declaration of intent is on file with the National Parliamentarian.
- D. No candidate shall run for more the one position on the National Executive Board in a given election.

Section 3. Candidate Qualifications

Each candidate shall have to meet the following qualifications to be placed on the ballot for National or Regional positions.

- A. Each candidate shall submit an Academic Good Standing letter and Enrollment Verification from the Registrar or appropriate university official which states that they are registered as a full-time student, class standing and the degree program for which the student is enrolled.
- B. Each candidate for national office shall have a minimum classification of junior undergraduate status or the equivalent for the elected term.
- C. Each non-undergraduate candidate entering graduate school shall submit an official acceptance letter from the Registrar or appropriate university official which states that they will be a student in with the university accepted for the summer or Fall Semester.
- D. Each candidate must state his/her expected graduation date. If the candidate expects to graduate before September 15 during the term of office, they are not eligible to run for office unless they can verify that they will be enrolled in a graduate school or other qualified academic program for the remainder of the elected term of office. The verification must be received by the deadline for submitting the declaration of intent.
- E. Candidates must be members in good standing as defined by his/her academic institution.
- F. Candidates who are currently co-op students must meet all of the above requirements.
- G. The declaration of intent and the official letter from the Registrar or appropriate university official must be received by the National Parliamentarian by a date specified in the Elections timetable.
- H. Candidates must also meet any additional requirements set by the Elections Committee by a date specified in the Elections timetable.

Section 4. Elections and Campaign Regulations

This section applies to all elections of the National Society.

A. Elections and Campaign Practices Code

1. The Elections and Campaign Practices Code (referred to in this Article as "the Code") shall be a concise and complete specification of all elections and campaign guidelines pertaining to the expected conduct of members of the Society as outlined in the Constitution and these Bylaws.
2. The Code shall be compiled by the National Parliamentarian, maintained by the Elections Committee, approved by the National Executive Board, and published by the National Society.
3. The Code shall be made available to each candidate, National Executive Board member and any member of the Society who requests it.

Section 5. Elections Handbook

A. General

1. The National Parliamentarian shall serve as the Editor of the Elections Handbook.
2. The Elections Handbook shall contain information on the issues to be decided during the appropriate general election. No candidate for national office shall appear in the Elections Handbook unless the appropriate declaration of intent has been filed and the appropriate material for the Handbook submitted to the Editor by a date specified in the Elections Timetable. The National Parliamentarian shall have the authority to extend the deadline.

B. Contents

1. The time and place of the election.
2. A complete and concise set of voting instructions, including appropriate notices with respect to senator qualifications.
3. Statement by each candidate. Statements shall consist of, but are not limited to, the following information:
 - a. The name of the candidate.
 - b. The candidate's University, major, class, department and degree program.

C. Distribution

1. The Elections Handbook shall be distributed prior to the Annual Convention.

Section 6. Voting and Certification

A. Voter Qualifications

1. Only senators from registered chapters shall cast votes.
2. All senators shall register as senators using a process designed by the National Parliamentarian and described in the Code.
3. A list of all senators qualified to vote shall be maintained by the Elections Committee.

B. Absentee ballots shall not be allowed.

C. Counting of the Votes

1. The National Parliamentarian and at least one member of the National Advisory Board shall oversee the counting of the ballots immediately following the voting procedure.
2. All ballots shall be maintained for a period of at least one year.
3. If a position is not filled at the Annual Convention, the National Chairperson-elect shall appoint someone to fill the position. Said appointment shall be confirmed by the National Executive Board-elect. If the appointment is made after May 1st, it shall be made by the National Chairperson and confirmed by the National Executive Board.

D. Certification of Regional Elections

1. The National Parliamentarian shall certify the six Regional Executive Board elections via a process outlined in the Code.

Section 7. Elections Committee

A. Composition of the Committee

1. The Elections Committee shall consist of the National Parliamentarian, Chair-Emeritus, one representative from each Region nominated by the appropriate Regional Chair and confirmed by the National Executive Board, two National Advisory Board members appointed by the National Advisory Board Chairperson and confirmed by the National Executive Board, and any additional members recommended by the National Parliamentarian and confirmed by the National Executive Board. The National Parliamentarian shall chair the committee and shall vote only in case of a tie.

B. Meetings of the Committee

1. Meetings shall be called by the Chair of the Committee or any three members of the Committee.
2. All members of the Committee shall receive prior notification of these meetings, which shall normally be closed to the public.
3. Minutes taken at these meetings shall be maintained by the National Parliamentarian in a timely manner.

C. Duties

1. The Committee shall assist the National Parliamentarian in the running of General Elections.
2. The Committee shall decide whether any candidates have violated any election rules or rulings as described in the Code.
3. The Committee shall decide on the appropriate penalties for candidates who have performed acts which are ground for disqualification subject to the review by the National Executive Board as described previously.
4. The Committee shall recommend changes as needed to improve the elections process.

D. Removal from Office

A member of the Elections Committee can be removed from office by a two thirds vote of the National Executive Board.

Section 8. Election Results

A. Voting Results

1. If more than one candidate runs for an elected office, the winner will be the candidate who received the plurality of the votes cast.
2. In the event that a candidate is unopposed, the candidate must have received a majority of the votes cast.
3. In the event of a tie, the National Executive Board shall select the winner.

B. The results shall only be announced at the Annual Banquet or at another time approved by the National Executive Board. At this time, the newly elected National Executive Board will be given the oath of office by the National Parliamentarian.

Section 9. Inability of the Parliamentarian to Act

A. In the event that the National Parliamentarian is unable to fulfill his/her responsibilities or is running for an elected position, the Chair Emeritus will assume his/her responsibilities.

Section 10. Conflict of Interest

- A. No member of the Elections Committee shall pursue candidacy for a National or Regional office while serving on the Elections Committee.
- B. If any member of the Elections Committee has a conflict of interest concerning an issue before the committee, they shall not participate in any of the discussion or voting concerning the issue.

ARTICLE XIII – PARLIAMENTARY AUTHORITY

- A. The rules contained in the current edition of the New Robert’s Rules of Order shall govern the National Society in all parliamentary situations that are not provided for in the law or the national constitution, bylaws, or any special rules of order the National Society may adopt.

ARTICLE XIV – NSBE POLICIES & PROCEDURES

Section 1. General

- A. NSBE policies and procedures serve as official specifications for standard procedures of the organization. All policy serves as official governance of the organization.

Section 2. Management

- A. NSBE policy and procedures shall be established and documented in formal, dated, and numbered publications signed by the National Chairperson.
- B. Memoranda for NSBE policy and procedures shall be processed through the National Secretary and the National Parliamentarian.
- C. NSBE policies and procedures shall be archived by the National Parliamentarian and shall only be accessible to members of the organization.

Section 3. Publishing

- A. The formal publishing process, as outlined in Memorandum of Policy and Procedures - NSBE-MEMO-AN-001, shall be the only authorized and enforceable vehicle for the development and promulgation of official policy within NSBE.
- B. NSBE policy and procedures shall be broad in scope and include all NSBE entities to ensure uniformity and to reduce administrative burdens on all entities.
- C. Policy and procedure publications may include assignment of responsibilities and authorities, courses of action to implement the policy, and any other information needed for effective administration and operation.
- D. Signed NSBE policy and procedure memoranda will be distributed (at a minimum) to each national, regional and Professional executive board and copied to World Headquarters and the National Advisory Board. In addition, approved policy will be made available via NSBE online resources.

ARTICLE XV – NSBE SENATE

- A. Per the National Constitution each chartered chapter shall select two delegates to represent the chapter in regional and national business. These delegates will be known as Senators and the legislative body in which they will participate will be known as the National Society of Black Engineers Senate and hereafter called the NSBE Senate.
- B. The National Parliamentarian shall coordinate the activities of the NSBE Senate with the assistance of the six Regional Parliamentarians.
- C. The NSBE Senate is hereby designed to make informed decisions on behalf of the Membership of the National Society of Black Engineers.
 - 1. Senators should make decisions with the consent of the chapter in which they represent.
 - 2. Senators should communicate with their respective chapters before making decisions on behalf of the chapters.
- D. Senator Selection
 - 1. Chapter Senators shall be selected by the Chapters they represent.
 - 2. Senators must meet Member qualifications and be in good standing.
 - 3. Affiliate members shall not serve in the position of Chapter Senator per Article III Section 3B of the Constitution of the National Society.
 - 4. Chapter Senators should be selected at the time new officers are elected at the chapter to serve the entire term.
 - 5. Chapters will be responsible for submitting Chapter Senator names prior to Regional Leadership Conference.
 - 6. National and Regional board members shall not serve as a Chapter Senator while holding an executive leadership position.

Section 1. Regional Conferences

Senate meetings will be held at Regional Conferences at a time and place determined by the Regional Executive Board. Senators will be provided with the following prior to regional senate meetings:

- 1. All changes to National Society Governing Documents since the previous Senate meeting.
 - a. Governing Documents include: Constitution, Bylaws, Professional Operating Guidelines, Professional Interface Guidelines, and Regional Bylaws and working rules for that particular region.
- 2. Any proposals presented by any regional chapter for discussion.

3. Senators shall cast votes in their individual regional meetings on behalf of their chapter.

Section 2. Annual Convention

NSBE Senators shall have the following responsibilities during Annual Convention:

1. Senators should be present at all NSBE General Sessions and will sit in the section designated for chapter senators. Senators shall be given notice of the time of the general sessions prior to Annual Convention.
2. Senators should be present at all National Forums and will sit in the section designated for chapter senators. Senators shall be given notice of the time of the National Forums prior to Annual Convention.
3. Senators should be present at all ad-hoc business sessions called by the National Executive Board.
4. The Senators shall cast votes in the national election on behalf of their chapters.
5. The Senators shall cast votes in their individual regional meetings on behalf of their chapter.

A. Conference Registration

1. Senators shall receive a discounted registration rate for Regional meetings to be determined by the Regional Executive Boards. To receive discounted registration rates senators must be registered with the Regional Parliamentarian by the designated deadline.
2. Senators shall receive a discounted registration rate for Annual Convention to be set at 50% of the regular registration rate. To receive discounted registration rates senators must be registered with the National Parliamentarian by the designated deadline.
3. If there is a proposed Constitution or By-Laws amendment or a General or Regional election taking place at any National/Regional conference which requires a vote of the senate and a chapter senator attending the conference does not cast a vote accordingly (yes, no, or abstain), that chapter senator will automatically be forfeit from that specific conference discounted registration rate(s). As such, they will be billed the exact conference registration discount amount.