

**SOCIETY FOR THE ADVANCEMENT OF  
MATERIAL AND PROCESS ENGINEERING**

**NORTH AMERICA BYLAWS**

**ARTICLE I – ORGANIZATION**

**SECTION 1: COMPOSITION**

- A. The Society for the Advancement of Material and Process Engineering (SAMPE), a corporation hereinafter called the Society, shall be composed of individuals, hereafter called Members, organized into groups of persons, hereinafter called Chapters, which have been duly chartered in accordance with the provisions of the Society's Articles of Incorporation and Bylaws.
- B. The North America Region is part of the Global SAMPE Organization.
- C. The North America Region will constitute all Chapters within the geographical region of North America (United States, Canada, Mexico, Central America, and the Caribbean Islands) plus any Members residing in those geographical areas not assigned to a Chapter. The Chapters and Members within North America will constitute the North America Region.
- D. The North America Organization, which is defined by these Bylaws, will consist of a North America Board of Directors, a North America Executive Cabinet, the North America Global Director(s), Committees of the Board of Directors and of the Executive Cabinet, and a Business Office.
- E. The primary governing body of the North America Region shall be the North America Board of Directors.
- F. The governance shall be as described in these North America Bylaws. These Bylaws shall not contravene and shall be subject to the Global Bylaws. In the event of a variance therewith, the Global Bylaws will govern.
- G. The Society recognizes several classes of Members depending on geographical location and professional status. All classes of Members are described in these Bylaws.
- H. In addition to these Bylaws, the North America Region will be regulated by North America Practices (NAP). These Practices shall not contravene and shall be subject to these North America Bylaws. In the event of a variance therewith the North America Bylaws will govern.
- I. The North America Organization may form committees of Members to assist in carrying out the purposes of the Organization.
- J. SAMPE prohibits discrimination, harassment, and bullying against any person for any reason, whether because of age, ancestry, color, disability or handicap, national origin, race, religion, gender, sexual or affectional orientation, gender identity, appearance, matriculation, political affiliation, marital status, veteran status, or any other characteristic protected by law.

If you have any questions about this policy or feel you have been subject to discrimination or harassment at a SAMPE sponsored event, please contact the NA SAMPE office or see a SAMPE Staff member at the event.

## SECTION 2: CHAPTERS

### A. Chartering of Chapters

1. Chapters may be organized and chartered in any geographical area within the North America Region of sufficient professional activity to assure stability, in accordance with the provisions of the Society's Articles of Incorporation and these Bylaws, and upon such other terms as the North America Board of Directors may establish.
2. Such Chapters are termed Professional Chapters if a majority of the Members are Professional Members.
3. Application – A prospective Chapter may apply to the North America Board for the granting of a charter by submitting to the Secretary a petition therefore, such petition to be duly signed by not less than twenty persons eligible for membership in such Chapter.
  - a. The Secretary will submit the properly constituted application for the next meeting of the Board.
  - b. Upon approval of the Board, a charter shall be granted.
4. Charter – Upon the approval of a petition for charter of a prospective Chapter by the North America Board of Directors, there shall be issued to such Chapter a charter of the Society signed by the North America President and SAMPE Chief Staff Executive, under the seal of the Society, provided, however, that said Chapter shall have:
  - a. Adopted Chapter Bylaws satisfactory to the North America Board of Directors and not inconsistent with the Articles of Incorporation and the Bylaws;
  - b. Accepted, ratified and agreed to be bound in all things not contrary to law by the Articles of Incorporation, and the Bylaws and amendments thereto;
  - c. Elected officers, appointed committees and completed Chapter organization as provided in said Chapter's Bylaws;
  - d. Informed the Secretary that said Chapter's officers, committees and Members have been instructed in their duties, privileges and rights by a representative of the Society;
  - e. Informed the Secretary that said Chapter has held not less than four regular open meetings as an organized body;
  - f. Paid to the North America Region any charter fee and prorated annual per-capita fees as may hereinafter be required;
  - g. Informed the Secretary that said Chapter has complied with any other requirements as may have been established by the North America Board of Directors; and
  - h. Petitioned for and been granted the ability to have Affiliate Members, if Affiliate Members are necessary to meet chartering requirements.

### B. Chapter Requirements – A Chapter in good standing is one that meets the following requirements.

1. Submit annual financial reports to the Business Office; and
2. Submit the officer and director slate annually to the Business Office; and
3. Hold at least two meetings per year; and
4. If the chapter is represented by Directors as described in Section I.4.B, have full Director representation at each North America Board of Directors meeting.

C. Discipline of Chapters

1. Any Chapter which fails to comply with the Articles of Incorporation and Bylaws may have its charter and membership therein suspended or revoked, or may be otherwise disciplined by Resolution of the Board of Directors, provided, however, that the following conditions are met:
  - a. A hearing shall be held and a copy of the charges with a notice of such hearing thereon shall have been sent by registered mail to the address of record of said Chapter; and
  - b. A letter sent to each Member of record of the Chapter, not less than sixty days prior to the date of said hearing.
  - c. Voting rights of the Chapter so charged shall be suspended during such hearing; and
  - d. An affirmative vote of three-fourths of the remaining votes cast, a quorum voting, shall be required for such resolution.
2. Some specific conditions of non-compliance which may serve as the basis for a disciplinary hearing are:
  - a. Gross violation of any North America Practice.
  - b. Failure to submit to the North America Business Office an annual Chapter income statement for a two year period;
  - c. Failure to elect and submit a slate of officers to the North America Business Office for two consecutive years; and
  - d. Failure to hold Chapter meetings for two consecutive years.
  - e. Failure to send full Director representation to North America Board of Director meetings for two consecutive meetings
3. Surrender of Chapter Charter
  - a. Any Chapter which, for any cause, shall cease to be part of the Society shall relinquish the combination of letters of the word SAMPE, or any similarity thereof, in its Chapter name and shall surrender its charter.
  - b. Such Chapter shall not thereafter use the name or the emblem or the insignia of the Society, or any similar name, emblem, or insignia in any manner whatsoever.

D. Voluntary Surrender of Chapter Charter

1. If initiated by a Member or Members of the Chapter that it is the intention of the Chapter to voluntarily surrender its charter, this intent is to be made in writing to the SAMPE Chief Staff Executive.
2. Thereafter, a letter of notification must be sent to all Chapter Members allowing the option to maintain the charter to or choose an alternate Chapter with which to be affiliated.
3. For a Chapter to be continued at least two Chapter Members must indicate a willingness to continue Chapter activities and shall prepare and implement a plan for reactivation of the Chapter.
4. If the decision of the Chapter is to surrender the charter, the action is complete when all funds, closing bank statements, the Chapter charter and the letter of intent are received at the North America Business Office and all Members have been reassigned to another Chapter or otherwise accommodated.

E. Administrative Supremacy

1. The Chapter Bylaws and all other laws rules and procedures of chartered Chapters shall not contravene, and shall be subject to, the Articles of Incorporation and the North America Bylaws. In the event of a variance therewith, the Articles of Incorporation and the North America Bylaws shall supersede those of the Chapter which shall be changed to comply therewith.

**SECTION 3: MEMBERS**

A. Upon application therefore, the Society shall admit all persons of good moral character to membership, insofar as they are qualified under the provisions of these Bylaws.

1. Any applicant for membership who has failed to qualify may not reapply for membership within six months from the date of his/her rejected application.
2. There shall be no membership restrictions based on race, creed, color, sex, age, citizenship, country of origin, sexual orientation, age familial status, disability, or veteran status.

B. Membership Requirements

A prospective Member shall, at the time of application, be supportive of the mission of the Society.

C. Classes of Membership

1. Professional Member

- a. A professional Member shall be required to be a person who is an engineer, scientist, technologist or other with professional responsibility in the research, development, application, manufacturing, or sales of materials and/or process technology.
- b. An engineer, scientist, or other person who has been granted a degree of Bachelor level and/or person who has been gainfully employed for not less than two years in the performance of duties that pertain to the advancement of material and process engineering.

2. Associate Member

- a. An Associate Member shall be required to be a person who is engaged in professional efforts that are directed toward the advancement of material and/or process technology, or
- b. Shall be a Member who meets professional stature, with the exception of the minimum two-year employment requirement.

3. Student Member

- a. A Student Member shall, at the time of application, be a registered student interested in a materials or process related field, including all engineering and science disciplines. Student Members may, if they choose, organize a Student Chapter provided the Chapter meets the requirements given in a North America Practice.

4. Honorary Senior Member

- a. This category shall consist of those members that have retired from active professional efforts, who have been members in good standing for the previous five years, and for whom a petition is submitted and approved as described in a North America Practice. This membership retains all privileges of a Professional Member in the chapter within he/she is affiliated.

5. North America (N.A.) Corporate Partner

- a. This category shall consist of those organizations and/or persons that contributed financial assistance to furthering the objectives of the Society as they are stated in the Articles of Incorporation of the Society.
- b. Status is granted upon action of the N.A. Board.
- c. Membership in this category shall automatically terminate at the expiration of each fiscal year.
- d. By virtue of such contribution, each N.A. Corporate Partner shall be issued a document certifying this status.
- e. An individual designated by the N.A. Corporate Partner will be granted status of Professional Member.

D. Members Rights, Privileges and Restrictions

1. Members normally elect to join a Chapter in the area in which the Member resides or works.

- a. However, a Member may choose to belong to any Chapter provided that if the Chapter is distant from that Member's place of residency or work, the Chapter agrees to allow entry to that Member.
- b. Members residing or working within North America may petition to the North America Board of Directors to not join any Chapter and such Independent Member status may be granted.

2. Subject to the limitations imposed by the provision of the Articles of Incorporation and these Bylaws, all Members in good standing shall have such rights and privileges as may be expressed or implied in their Chapter's Bylaws and which shall be governed by the following:

- a. Members shall have the right to attend all non-technical meetings of the N.A Region, its Board of Directors, its Chapters and their committees.
- b. The region may require a fee or other requirements for technical meetings. If the subject matter of a technical meeting is classified or of a restricted nature, only those Members who satisfy the criteria for attendance shall be admitted.
- c. With the exception of Student Members of a Professional Chapter, each Member shall have the right to vote on all matters of Chapter business in the Chapter with which he/she is affiliated.
- d. With the exception of Student Members of a Professional Chapter, each Member shall have the right to be elected or appointed to any office in the Chapter with which he/she is affiliated, provided, however, that only Professional Members shall have the right to hold the Chapter offices of chair, vice-chair or Director.
- e. Student Members shall not have the right to hold any N.A. Regional office, nor to hold any Professional Chapter office, provided, however, that if they are otherwise duly qualified, they shall be eligible for election or appointment to any committee and to the chair thereof. Students are encouraged to hold Student Chapter offices.

E. Limitation of Membership

1. No person shall be eligible for membership in a Chapter who holds membership in any other Chapter of the Society (other than Lubin).
2. Any Member of any Chapter shall have the right to resign; membership shall cease as of the date of resignation acceptance.

F. Discipline of Members

1. Any Member who fails to comply with the Society's Articles of Incorporation and Bylaws, or who fails to comply with the Bylaws of the Chapter in which he/she holds membership, may have his/her membership suspended or revoked, or may be otherwise disciplined by resolution of the governing body of said Chapter, provided, however, that the following occur:
  - a. A hearing shall be held.
  - b. A copy of the charges with a notice of such hearing thereon shall have been sent by registered mail to the address of record of said Member not less than thirty days prior to the date of said hearing.
  - c. Voting rights of the Member so charged shall be suspended during such hearing.
  - d. An affirmative vote of three-fourths of the remaining votes cast, a quorum voting, shall be required for such resolution.

e. A copy of such resolution shall be sent to the North America Business Office and to the said Member immediately upon adoption.

2. Surrender of Membership

a. Any person who shall, for any cause, cease to be a Member of a chartered Chapter (except those designated as Independent Members) shall, by virtue of such act, relinquish all affiliation with the Society and shall surrender all rights and privileges that appertain thereto.

**SECTION 4: NORTH AMERICA BOARD OF DIRECTORS**

- A. The North America Board of Directors is the policy-governing body of SAMPE within North America.
  - 1. Decisions of the North America Board of Directors shall not contravene, and shall be subject to, the Articles of Incorporation and the Global Bylaws of the Society.
  - 2. In the event of a variance therewith, the Articles of Incorporation and the Global Bylaws shall supersede the actions of the North America Board of Directors.
  - 3. The board is charged with the active oversight of the organization's strategic planning process.
- B. Every Chapter in the North America Region meeting the requirements of Section 2B of these Bylaws and with 20 or greater active members elects or appoints one Director to serve on the North America Board of Directors. Chapters with 150 or greater active members elect or appoint an additional Director to serve on the NA BOD. The number of Directors in a chapter for the following fiscal year will be based on the chapter membership as reported by the SAMPE Business Office on December 31.
- C. The Executive Vice President, President, and Immediate Past President members of the North America Executive Cabinet are also Members of the North America Board of Directors.
- D. The Chair or Delegate of the Young Professionals Committee shall also serve as a Director of the North American Region.
- E. The North America Global Director(s) are also non-voting Members of the North America Board of Directors. If the Member has a dual role on the North American Board of Directors (e.g., Chapter Director), they shall remain a voting Member of the North America Board of Directors in their non-North America Global Director role.
- F. The North America Trustees select eight Directors to serve on the NA BOD.
- G. The North America Board may, from time to time, invite non-voting guests to sit at the meetings of the North America Board.
- H. All North America Directors must maintain their Professional Membership in good standing in a North America Chapter throughout their term of office.

## **SECTION 5: NORTH AMERICA EXECUTIVE CABINET**

- A. The North America Executive Cabinet is the principal group responsible for the implementation of the policies of the North America Board of Directors.
- B. The members of the North America Executive Cabinet are:
  - 1. President
  - 2. Executive Vice President
  - 3. Vice President
  - 4. Secretary
  - 5. Treasurer
  - 6. Immediate Past President
- C. The members of the North America Executive Cabinet are elected by the North America Board of Directors.
- D. All Executive Cabinet members must maintain their Professional Membership in good standing in a North America Chapter throughout their term of office.

## **SECTION 6: NORTH AMERICA GLOBAL DIRECTOR(S)**

- A. The North America Global Director(s) shall represent the North America region as members of the Global Board of Directors.
- B. The North America Region shall elect at least one (1) Global Director to represent the Region. The Region may be allotted additional Global Directors as determined by the Global By-Laws.
- C. The North American Global Director(s) shall serve a 2 year term. If the Region is allotted additional Global Directors, the initial term lengths shall be adjusted to create staggering of the elector of North America Global Directors so that they do not complete their terms simultaneously. Multiple terms are allowed.
- D. All North America Global Directors must maintain their Professional Membership in good standing in a North America Chapter throughout their term of office.

## **SECTION 7: NORTH AMERICA BUSINESS OFFICE**

- A. The North America Business Office (formerly called the International Business Office) is the principal entity for the day-to-day operation of all activities of the North America Region under direction of the North America Executive Cabinet.
- B. The North America Business Office is comprised of employees of the Society. These employees are not required to be Members of the Society.
- C. The North America Business Office is headed by the Chief Staff Executive of SAMPE.
- D. The North America Business Office is co-located with the Global Business Office.
  - 1. The North America Business Office shall be the principal office for the transaction of the business of the Society in North America.



2. The North America Business Office shall be located in the County of Los Angeles in the State of California.

#### **SECTION 8: NORTH AMERICA PAST PRESIDENTS AND TRUSTEES**

- A. The body known as North America Past Presidents is composed of all former North America Presidents.
- B. The North America Past Presidents form an advisory committee for the Executive Cabinet and the Board of Directors.
  - 1. The Past Presidents are not members of the Executive Cabinet but are advisors to the Executive Cabinet.
  - 2. The Past Presidents are also advisors to the Board of Directors.
- C. North America Trustees are members of the North America Past Presidents committee who are entitled to various privileges based on their continued activity in SAMPE.

#### **SECTION 9: NORTH AMERICA COMMITTEES**

- A. The Executive Committee, Board of Directors, and Past Presidents may create committees from time to time to pursue the objectives of the Society in North America. The members of the committee are appointed to their positions unless otherwise governed by these Bylaws.

### **ARTICLE II – CONDUCT OF BUSINESS**

#### **SECTION 1: SELECTION OF PARTICIPANTS**

- A. Chapter Officers
  - 1. Titles – The officers of each Chapter shall be known as, and shall consist of, a chair, not less than one vice-chair, a secretary, a treasurer, and one or two North America Directors as specified in Article I, Section 4B.
  - 2. Election of Officers – With the exception of the North America Directors and the immediate past chair, if he/she be an officer, each Chapter shall elect its officers annually from the membership of the Chapter; election of officers shall be governed by applicable Chapter Bylaws and shall be conducted prior to the first day of June of each year.
  - 3. Eligibility – Each Chapter shall elect to the office of North America Director only such person who is a Professional Member in good standing therein, and who has held Professional membership in the Society for not less than two consecutive years; provided, however, that this requirement shall be waived during the first three years from the date of charter of the Chapter so electing.
  - 4. Term of Office – With the exception of the North America Directors, each Chapter officer shall normally serve for a one-year term of office, which shall commence on the first day of July subsequent to his/her election. Officers may serve multiple terms if the Chapter so decides and the Bylaws of the Chapter so permit.

a. Each Director (Chapter Representative to the North America Board of Directors) shall be elected for a two-year term of office which shall commence on the first day of July subsequent to his/her election thereto.

b. Immediately upon receipt of its charter, each newly-formed Chapter shall proceed to elect Directors.

5. Notification – The results of each Chapter election, with a list of officers-elect, officers who remain incumbent and officers whose terms of office are expiring shall be submitted to the North America Business Office prior to the tenth day of June in the year of such election. The North America Business Office shall be notified of the name and the title of each officer duly selected to fill a vacancy in any Chapter office and of the name of such officer's predecessor, not later than ten days after such election.

#### B. North America Board of Directors

1. Titles – The Members of the North America Board of Directors are called North America Directors.

2. Selection – The members of the North America Board of Directors are elected from the North America Professional Members who belong to Chapters with twenty or greater active members.

#### 3. Membership

a. North America Executive Cabinet—The Executive Cabinet is elected as described in these Bylaws.

b. Chapter Directors—Directors (Chapter Representatives) are elected by each Chapter as described in these Bylaws and the Bylaws of the electing Chapter.

c. Past Presidents and Trustees—The Trustees are members of the North America Board of Directors as described in these Bylaws.

#### 4. Terms of Office

a. All duly elected North America officers shall assume the duties and powers of their respective offices on the first day of July subsequent to the elections.

b. They shall normally serve for a period of one year until their successors are elected and installed into office.

#### C. North America Executive Cabinet

The North America Executive Cabinet shall be the officers of the North America Organization.

#### 1. Selection

a. Time of Election – Elections of North America officers shall be conducted prior to the first day of June in each year by vote of the North America Board of Directors.

2. Nominations – The slate of nominees presented to the Board by the North America Officers Nominating Committee shall be guided by the following:
  - a. The incumbent Executive Vice-President shall automatically be nominated for President;
  - b. The Vice-President shall automatically be nominated for Executive Vice-President;
  - c. Normally two individuals shall be nominated for each of the other elected offices: viz., Vice-President, Secretary and Treasurer;
  - d. Additional nominations may be presented from the floor for all offices.

3. Terms of Office

- a. All duly elected North America officers shall assume the duties and powers of their respective offices on the first day of July subsequent to the elections.
- b. They shall normally serve for a period of one year until their successors are elected and installed into office.

- D. North America Global Director(s)

The North America Global Director(s) shall be the officers of the North America Organization representing the Region on the Global Board of Directors

1. Selection

- a. Time of Election – Elections of North America Global Director(s) shall be conducted prior to the first day of June in each year by vote of the North America Board of Directors.

2. Nominations – The slate of nominees presented to the Board by the North America Officers Nominating Committee shall be guided by the following:

- a. The incumbent North America President shall automatically be nominated to be the next North American Global Director.
- b. Additional nominations may be presented from the floor for additional North America Global Director positions if allotted by the Global By-Laws.

3. Terms of Office

- a. All duly elected North America Global Directors shall assume the duties and powers of their respective offices on the first day of July subsequent to the elections.
- b. They shall normally serve for a period of two years until their successors are elected and installed into office.

- E. Qualification Requirements and Restrictions – No person shall be eligible for election to any of the offices of the North America Organization unless he/she shall be qualified in accordance with the following requirements and restrictions:

1. Each candidate for election to each such office shall have been, for not less than one year immediately preceding his/her candidacy, a Professional Member in good standing in a North America Chapter.
  2. Each candidate for election to each such office shall be a North America Director, or shall have successfully completed a term of office as a Director, or have the endorsement of the Chapter to which he/she belongs.
  3. No person shall simultaneously be a candidate for election to more than one office of the Society.
  4. Not more than two persons who hold membership in the same Chapter shall be eligible for simultaneous tenure as North America Executive Cabinet officers.
- F. Vacancies – A vacancy in any North America Office shall be created by resignation shall commence at the time such resignation is received. In addition, a vacancy shall exist when an officer has been removed in the manner prescribed below.
1. Removal – Without prejudice to the rights of any officer under an employment contract, the board (or an authorized committee thereof) may remove any officer with or without cause. An officer who was not chosen by the board may be removed by any other officer on whom the board confers the power of removal.
  2. Filling of Vacancies – A vacancy in any office shall be filled in the respective manner specified below.
    - a. A vacancy in the office of North America President shall be filled by the North America Executive Vice President, who shall automatically become the President thus resigning from the office of Executive Vice-President. Upon creation of the vacancy in the office of Executive Vice-President, the North America Vice-President shall automatically become Executive Vice-President. Each shall serve for the duration of the balance of the term of his/her predecessor and may then be nominated to serve in their respective offices as if they had not been elevated because of vacancy.
    - b. A vacancy in the office of North America Vice-President shall be filled within ninety days from the creation of such vacancy by a majority vote of the North America Board of Directors in a special election called there from by the North America President provided, however, that all candidates for such election have been duly qualified in accordance with the qualification requirements and restrictions that pertain thereto. The officer so elected shall normally serve for the duration of the balance of the term of his/her predecessor.
    - c. In the event that vacancies occur simultaneously in the offices of President, Executive Vice-President, or Vice-President, the North America Immediate Past President shall assume the office of North America President and cause a special election by the North America Board of Directors to be held, within ninety days, to fill those vacancies. The officers so elected shall serve for the duration of the balance of the term of the predecessors.
    - d. Subject to the approval by the North America Board of Directors, a vacancy in the office of North America Global Director, North America Secretary or North America Treasurer shall be filled, within ninety days from the creation of such vacancy, by the appointment by the North America President of a new North America Global Director, new Secretary or a new Treasurer

as the circumstances may require; provided, however, that all candidates for such appointment shall have been duly qualified in accordance with the qualification requirements and restrictions that pertain thereto. Each officer so appointed shall normally serve for the duration of the balance of the term of his/her predecessor.

e. The North America Business Office shall notify the chair of each Chapter and the chair of each standing committee, not later than thirty days after the filling of any such vacancy, of the name and the title of each officer duly selected to fill a vacancy and of the name of such officer's predecessor.

G. North America past Presidents and Trustees

1. Election – The North America Past Presidents succeed to office by virtue of having been a North America President.
2. Term of Office – The N.A. Past Presidents remain as N.A. Past Presidents so long as they continue to be associated with the Society.
3. A Trustee is a N.A. Past President who has met additional qualification requirements as described by the North America Practices.
4. The chair of the N.A. Past Presidents committee is the North America Immediate Past President.

H. North America Committee Chairs

1. Titles—The committee chair typically has the title of Chair of the committee regardless of whether the committee is a Standing Committee, as described in these Bylaws or by North America Practices, or whether it is an ad-hoc committee. One exception is the Parliamentarian.
2. Selection—Committee chairs are typically selected from SAMPE membership and are requested to serve by a North America officer. These chairs, in turn, select the members of their committees.

**SECTION 2: DUTIES, POWERS AND RESPONSIBILITIES**

A. North America Chapter Officers

Chapter officers shall have such powers and shall perform such duties as may be specified or implied in the Bylaws of that Chapter in which they hold office provided, however, that each Chapter Director shall also participate on behalf of such Chapter in the transaction of business by the North America Board of Directors.

B. North America Board of Directors

1. Powers – Subject to limitations of the Articles of Incorporation, of these Bylaws, and of law and subject to the duties of Directors, as prescribed by the Bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the North America Region shall be guided by, the North America Board of Directors and said business shall be carried out by the North America Executive Cabinet.

2. Duties – The duties of the Board of Directors shall be:
  - a. Election of officers of the North America Organization
  - b. Approval and recall of Chapter charters
  - c. Approval of all North America Bylaws, North America Practices changes
  - d. Establishment of policy and guidelines to the North America Executive Cabinet in conducting the business of the Society
  - e. Review and approval of North America budgets
  - f. Establishment of policy positions of the Society
  - g. Supervision of other North America Member benefits and activities

C. North America Executive Cabinet

1. Powers – Subject to directions and policies created by the North America Board of Directors, the Executive Cabinet is responsible for implementation of the activities of the North America Region.

2. North America President – Under the direction and supervision of the North America Board of Directors, the North America President shall be the principal executive officer of the North America Region and the chair of the North America Executive Cabinet. The President shall preside at all meetings of the North America Region and its Board of Directors. The President shall promote the attainment of the objectives of the North America Region and shall direct and supervise the authority to authorize expenditures to further the aims of the Region, providing he/she receives prior approval from the Executive Cabinet. Upon assuming the duties of the office, the President shall appoint committees of the Region and shall perform such other duties as may be assigned by the North America Board of Directors. The North America President shall also be a member of the Global Executive Cabinet and is, in that role, subject to the Global Bylaws.

3. North America Executive Vice-President – The North America Executive Vice-President shall be the second executive officer of the North America Region. The Executive Vice-President shall coordinate the activities of all special and standing committees of the Region, or of those committees as may be specified or implied by these Bylaws or as may be assigned by the North America President or by the North America Board of Directors. In the event of the North America President's absence or inability to serve, the Executive Vice-President shall have the powers and shall perform the duties of the North America President.

4. North America Vice-President – The North America Vice-President shall be the third executive officer of the Region. The North America Vice-President shall coordinate the activities of all special and standing committees of the Society, or of those committees as may be specified by the North America President and/or the North America Board of Directors, and shall perform such other duties as may be specified or implied in these Bylaws, or as may be assigned by the President and/or the Board of Directors. In the event of the Executive Vice-President's absence or inability to serve, the Vice-President shall have the powers and shall perform the duties of the Executive Vice President.

5. North America Treasurer – The North America Treasurer shall maintain the permanent financial records of the North America Region and shall be responsible for the safekeeping of the Region's funds. The Treasurer shall report the financial status of the Region at each meeting of the North America Board of Directors. Subject to the approval thereof by the North America Board of Directors, he/she shall disburse Regional monies to pay all bills and other claims against the funds of the Region, and shall collect all dues, fees, assessments and other monies payable to the Region

therefore. The Treasurer shall assist the President and the North America Board of Directors in conducting the business of the Region and shall perform such duties as may be specified or implied in these Bylaws or as may be assigned by the North America President or by the North America Board of Directors. The Treasurer shall be ex-officio, the chair of the North America Finance Committee.

6. North America Secretary – The North America Secretary shall assist the North America President and the North America Board of Directors in conducting the business of the Region. The Secretary shall coordinate the activities of all special or standing committees of the Region or such committees as assigned to him/her by the North America President or North America Board. The Secretary shall maintain a permanent record of the proceedings of all meetings of the Region and of its Board of Directors and of its Executive Cabinet. The Secretary shall conduct and report upon all matters of correspondence pertaining to the affairs of the Region and shall maintain all records thereof. The North America Secretary shall prepare and submit such reports and other documents as may be required by the North America President or by the North America Board of Directors, and shall perform such other duties as may be specified or implied in these Bylaws or as may be assigned by the President or by the Board of Directors.

7. North America Immediate Past President – The North America Immediate Past President shall be the chair of the North America Past Presidents Committee and is also responsible for North America officers' election of the coming fiscal year.

D. North America Global Director(s)

1. The powers, duties and privileges of the North America Global Director(s) are outlined in the Global Bylaws and Practices.

E. North America Business Office

1. The Chief Staff Executive of SAMPE is an ex-officio member of the North America Executive Cabinet and the North America Board of Directors. He/she will advise those bodies, especially on matters of operations and implementation.

2. The North America Business Office may, as directed by the North America Executive Cabinet and the North America Board and as consistent with these Bylaws, initiate other activities as required to fulfill the objectives of the Society.

F. North America Past Presidents/Trustees

1. The North America Past Presidents form a standing committee with duties and privileges as outlined in these Bylaws and in North America Practices.

2. The North America Past Presidents are advisors to the North America Executive Cabinet and the North America Board of Directors. In that advisory role they will, in particular, review and make recommendations concerning the Region budget and the North America Bylaws and Practices.

3. The North America Past Presidents shall supervise the nomination of North America officers and form a nomination committee from among the Past Presidents and to include the current North America Immediate Past President (as chair), North America President and North America Executive Vice President.

4. The North America Past President shall serve in other advisory or committee capacities as requested by the Board and the Executive Cabinet.

G. Other Committees

1. Committees may be created by the North America Board, the North America Executive Cabinet or the North America Past Presidents. These committees may be statutory, that is, created by Bylaws or a North America Practice, or they may be ad hoc. Each committee will report its activities to the body that was responsible for the formation of the committee.

2. Any Member of SAMPE can serve as chair or as a member of a committee except where the membership of the committee is specifically limited to a select group. Chairs are appointed by the body forming the committee and, except as specifically stipulated, the chair may choose other members of the committee.

**SECTION 3: MEETINGS**

A. North America Board of Directors

1. Regular Meetings—Directors and members may participate in meetings by means of electronic transmission as set forth in California Corporations Code Section 20-21 provided that each director or member so participating has provided an unrevoked consent to communicate in such fashion. When electronic communications are used for Board meetings, all participants must be able to communicate concurrently and propose or interpose objections to actions. At member meetings, participants shall have the opportunity to vote, read or hear the proceedings on a substantially concurrent basis. A record of votes shall be kept.

Regular meetings of the North America Board of Directors shall be held at least once during each year at a time and place specified by the North America President. Not less than thirty days prior to the date of each such meeting, the North America Business Office shall send a notice, of the time and place of such meeting and of the matters of business to be introduced at such meeting, to the address of record of each standing committee and the Chair of each Chapter.

2. Special Meetings—Special meetings of the North America Board of Directors may be held when the North America President or North America Directors representing a majority of the Member Chapters of the Board determines, but only after a thirty-day notice to all Board Members.

3. Rules—The Chair of the Board or any committee thereof shall preside at all meetings of the Board or the respective committees. By majority vote of the Directors or the members of any such committee at any meeting, any procedural decision of the Chair as to the conduct of the meeting may be amended, revoked or a new procedure adopted. The latest revision of “Roberts Rules of Order” may be used as a guideline by the Chair for procedural matters. To the extent of any conflict between any adopted, amended or revoked procedure or Roberts Rules of Order, the provisions of California law and the articles and bylaws shall prevail.

4. Quorum—A 30% plus one of North America Board of Director votes shall be necessary to constitute a quorum for the transaction of business. An authorized Director is one that has been selected by his/her Chapter and is a member of that Chapter according to Chapter Bylaws and his/her name and position has been reported to the North America Business Office one day prior to the Board meeting.



5. Every act or decision made by a simple majority of the Directors present, at a meeting duly held at which a quorum is represented, shall be regarded as an act of the Board of Directors, unless a greater number be required by Bylaws or by the Articles of Incorporation.

6. Voting

a. Rights and Privileges – Each member of the Board of Directors shall be entitled to one vote on each question of business regardless of the number of offices such Member may hold. Voting rights may be exercised in person or by ballot.

b. Voting by Electronic Voting – In matters of business in which a hearing thereon is required, or in which a secret ballot is required, voting by electronic voting shall not be permitted. Election of North America officers, which does require a secret ballot, shall be permissible electronic voting. In matters of business other than those in which hearing thereon and/or in which a secret ballot is required, the members of the North America Board of Directors may, without meeting together, transact business by electronic voting by voting on questions submitted to them by or with the approval of the North America President. The North America Secretary shall cause ballots on all such questions to be electronically mailed to each member of the Board of Directors; the voting period shall then be ten days for the return of the votes to the North America Secretary. The voting shall be considered closed at the end of the voting period, and if, at such closure, the required majority of voters have not returned affirmative ballots, the question being voted upon shall be deemed to have failed. The North America Secretary shall report on all such ballots to the next meeting of the North America Board of Directors.

7. Conflict of Interest – Each member of the North America Board of Directors must sign a Conflict of Interest statement prepared by the North America Business Office prior to attending each North America Board of Directors meeting and must recuse themselves from voting on questions related to a ruling that could result in benefit to themselves.

8. Minutes – Minutes shall be recorded for each North America Board of Directors meeting and made available to the Members within one month of the meeting in the same manner as these Bylaws are available. They shall also be made available to the public on an individual basis upon written request.

### **ARTICLE III – FINANCIAL PRACTICE**

#### **SECTION 1: GENERAL**

All funds derived from contributions to the activities of the North America Region shall be held in trust for the North America Region and such funds shall be used to implement the objectives of the Region in such manner and at such times as the President, subject to the restrictions previously described and the Board of Directors shall determine; provided, however, that use and disbursements of the SAMPE Scholarship Fund shall be as herein specified.

A. Assessments—Assessments, other than for Dues and personal expenses incurred by members and payable by the Region or any of its Chapters, shall not be levied upon the membership.

B. Fiscal Year—The fiscal year of the Society and of its Chapters shall extend from the first day of July of each year, to the last day of June of the succeeding year, both dates included.

- C. Property Rights—Except as the North America Board of Directors may permit, no Member shall have any property right whatsoever in the property of the Region.
- D. Compensation—With the exception of the bestowal of awards and other forms of special recognition, no Member of any Chapter in North America Region shall receive any compensation whatsoever by the Region for any labor or services or other work performed or rendered to, or for, or on behalf of the Region without specific written approval of the North America Board of Directors; provided, however, that officers and committee members may be reimbursed for the amount of necessary expenses which are incurred in the performance of their respective duties, from the funds of the Region, as the North America Board of Directors shall determine. Full and part-time employees of SAMPE shall be compensated from the funds of the North America Region when performing duties related to the North America Region.
- E. Obligation—No person, or committee or Chapter shall obligate the funds of the North America Region in any manner whatsoever, except that which the North America President shall have permitted by prior authorization of the North America Executive Cabinet or as permitted by the North America Board of Directors by prior authorization thereof.
- F. Indemnification of Directors, Officers, Employees and Other Agents – The corporation shall, to the maximum extent permitted by the California Nonprofit Corporation Law, indemnify each of its agents against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that any such person is or was an agent of the Corporation and may advance expenses incurred by such person in defending any proceeding covered hereby before final disposition of the matter on receipt of an undertaking that such advance will be repaid unless it is ultimately found that the person was not entitled to such indemnification. For purposes of this Article, an “agent” of the Corporation includes any person who is or was a director, officer, employee or other agent of the Corporation other than an independent contractor or who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

The Corporation shall have the right, and shall use its best effort, to purchase and maintain insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent’s status as such.

## **SECTION 2: ANNUAL DUES**

- A. With the exception of Honorary Senior Members, each Member of each Chapter shall pay to the North America Region an annual membership fee, hereinafter called Dues. Dues shall become payable on the date of anniversary and unpaid Members shall become delinquent on the first day of the third month following the anniversary date. Dues shall be billed by and shall be remitted directly to the North America Business Office.
- B. The annual Dues for each Student Member, Professional Member and Associate Member within North America shall be as set by the North America Board of Directors.
- C. A Member whose Dues are delinquent shall be considered to be not in good standing and the name of such Member shall be deleted from the roster of North America Members. Any such Member shall be reinstated in good standing upon payment of all current and delinquent Dues.

### SECTION 3: FINANCIAL PRACTICE

- A. General – Under the direction of the North America Treasurer and with approval of the North America Executive Cabinet, a proper system of accounting shall be established which shall accurately maintain records of Region funds and income and expenses. An annual budget shall be prepared by the North America Financial Committee for each fiscal year and shall be submitted to the North America Board of Directors at the meeting immediately preceding the start of the fiscal year for review and approval.
- B. Disbursements – Not less than two North America officers, one being the North America Treasurer, and at least one member of the North America Finance Committee designated by the North America President shall be authorized to countersign checks issued by the North America Business Office for disbursements, as designated in the North America Practices. All disbursements shall be made by check, or by electronic transfer of funds.
- C. Reporting to the North America Board of Directors – The North America Treasurer shall report to the North America Board of Directors on the financial status of the Region at their regular meetings and at such times as requested.
- D. Audit of Records – A regular audit of the financial records of the Region shall be conducted by an outside licensed accountant at the close of each fiscal year.
- E. Defunct Chapters – Funds that are turned over to the North America Business Office from defunct Chapters, shall be retained for a period of one year. If a Chapter is not reactivated by that time, such funds will be added to the North America Region General Fund.
- F. Scholarship/Education – North America Education Activities – For the purpose of furthering the educational objectives of the Society, and to perpetuate and insure the growth and the financial stability of means therefore, a minimum of two dollars (\$2) of each Member's annual dues shall be used for that purpose, shall be maintained as a separate fund, except Student Members, to be known and designated as the " Educational Activities Fund." All voluntary contributions and/or donations made by or received from Members or any other person or organization interested in such furtherance that are designated by the donors to be used for that purpose, shall form a part of this fund. These funds will be owned by the Region.
- G. Operating Reserve – The Region shall establish and maintain an operating reserve fund to protect the North America Region from unanticipated and unavoidable financial loss due to conditions beyond the control of the Society. The fund should provide limited financial protection to continue the basic services to the membership during times of economic and financial uncertainty.
  - 1. North America Operating Reserve Funds (also called the "Hurley Fund") – The funds should provide for a minimum period of two years operation of the core business functions of the Society, at reduced, but acceptable levels of service to the membership. This amount shall be determined annually by the North America Executive Cabinet or a committee designated by the North America Executive Cabinet. This amount shall be considered a goal until such time as the fund equals this amount.
  - 2. Fund Development – An amount equal to 10% of the Region's annual net income will be placed in the fund annually until such time as the fund reaches the level required to meet the goal of the

Operating Reserve Fund. In any given year when the net income is a negative number, no funds will be allocated to the Operating Reserve Fund. Contributions from other legitimate sources to the Operating Reserve Fund can be made. Contributions of Region funds greater than 10% of annual income may be made at the discretion of the North America Executive Cabinet.

3. Fund Investments – Funds accumulated in the North America Operating Reserve Fund may be invested in legitimate financial instruments as recommended by the Treasurer and approved by the North America Executive Cabinet.

4. Expenditure of Funds – Expenditure of the North America Operating Reserve Funds requires the recommendation of the existing North America Executive Cabinet in consultation with the North America Past Presidents/Trustees Committee and final approval of the North America Board of Directors. Extraordinary circumstances should exist before a request is made to access the funds.

#### **SECTION 4: NORTH AMERICA OFFICE**

- A. The building and grounds of the North America Business Office shall be owned by the Region.
  - 1. Any financial obligations (such as a mortgage) shall be the responsibility of the Region.
  - 2. Any income from rent or other use of the Business Office facility shall accrue to the North America Region.
  - 3. The Global Business Office shall be co-located with the North America Business Office but the Global Business Office will not share in the obligations or benefits from the building or grounds.

### **ARTICLE IV – AMENDMENTS**

#### **SECTION 1: AMENDMENTS OF THE ARTICLES OF INCORPORATION**

Amendments of the Society’s Articles of Incorporation shall be made in the manner prescribed in the General Non-Profit Corporation Code of the State of California.

#### **SECTION 2: AMENDMENTS OF THESE BYLAWS**

- A. Proposal – These Bylaws may be amended only after proposal by a North America Chapter of the North America Board of Directors or the Rules and Parliamentary Committee in the manner hereinafter specified.
  - 1. The proposed amendment shall be submitted to the North America Business Office not less than sixty days prior to the meeting of the North America Board of Directors Meeting at which it is to be considered. Resolution by the North America Board of Directors at a meeting thereof, to propose an amendment of these Bylaws shall be deemed to fulfill the aforesaid requirement and to constitute a submittal.
  - 2. The North America Business Office shall send a copy of the proposed amendment to each member of the Board of Directors, to the chair of each Chapter, and to the chair of each standing committee not less than forty days prior to, aforesaid meeting.

3. The Rules and Parliamentarian Committee may make necessary grammatical corrections and other changes within the scope of the proposed amendment and shall assign to it a proper place or places for insertion in these Bylaws, if it be adopted.
  4. The proposed amendment and any recommendations thereon shall be reported to the Board of Directors by the Rules and Parliamentarian Committee.
- B. Adoption – Amendments of these North America Bylaws can be adopted only at a meeting of the North America Board of Directors after proposal, in accordance with the aforesaid procedure. A two-thirds vote of the North America Board of Directors shall be required for the adoption of amendments of these Bylaws and such amendments shall become effective immediately upon the adoption thereof.