

SHPE By Laws Current-Future State Matrix 1.7.25_Final

Article (Original)	Current Language	Article or Section (New)	Future Language	Comments
3.3	N/A	3.3 Commitment to Values	Commitment to Values: The Corporation and its National Board of Directors are committed to incorporating the values of SHPE in the governance and operations of the Corporation.	
6.1	This Corporation shall be a membership organization, having members as defined in Section 5056 of the California Corporations Code.	6 Memberships	General members shall have opportunity and voice in the Corporation through nomination of candidates to the National Board and other leadership positions as described in these Bylaws and pursuant to policies and procedures adopted by the National Board. General members may also be considered for appointment to the National Board. The Corporation shall have no statutory members within the meaning of section 5056 of the California Nonprofit Corporation Law. The National Board will create policies for non-statutory members and rights as appropriate. The National Board shall adopt policies and procedures for the admission, suspension and termination of general and other designated non-statutory members, who shall have no voting rights in the Corporation, including policies and procedures for the payment of dues.	In a California nonprofit organization, a general non-statutory member refers to an individual who supports the organization, often through donations or membership fees. These members receive benefits such as newsletters, access to events, training, scholarships, or other perks, but they typically do not participate in the governance of the corporation. For SHPE, the policies and procedures granting additional rights and benefits for members will include expanded opportunities to serve on the Board that guides the governance of the Corporation, while continuing their roles in chapter governance, volunteering and leadership opportunities, as well as other benefits that may not be afforded to general members in comparable organizations. Members will continue to have voting rights for changes to their privileges, or obligations.
7.1 Number of Directors	The National Board shall consist of 15 positions.	7.1.1 Number	The authorized number of directors of the Corporation ("Directors") shall be not less than 12 or more than 20; the exact authorized number to be fixed, within these limits, by resolution of the National Board. Of these directors, at least 3 shall be general members who are students enrolled in higher education and/or professional members.	Provides for flexibility to add to Board as may be needed for specific skillsets that may be required to operate the complexities and size of the Corporation.
7.2 Powers	Subject to the provisions of the California Nonprofit Corporation Law, the business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the National Board of Directors ("National Board"). The Directors shall act only as a National Board, and an individual Director shall not have the power to act or speak for the National Board without prior authorization from the National Board. The National Board may delegate the management of the activities of the Corporation to any person or persons, management company or committee however composed, provided that the activities and affairs of the Corporation be managed, and all corporate powers shall be exercised under the ultimate direction of the National Board.	7.2 Corporate Powers Exercised by National Board	Subject to the provisions of the Articles of Incorporation of the Corporation (the "Articles of Incorporation"), California Nonprofit Corporation Law and any other applicable laws, the business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the National Board of Directors (the "National Board"). The National Board may delegate the management of the activities of the Corporation to any person or persons, management company or committee however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the National Board.	The Board shall direct a third party to manage the day to day operations of the Corporation using documented policies and procedures as reviewed and approved periodically and/or as needed. A best practice of comparable organizations of size and complexity is to have professional management for the Corporation and not managed day to day by a Board that is not compensated.

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7.3.2 Qualifications	Directors must have shown interest and demonstrated support of SHPE or diversity and inclusion in STEM. Directors must have made, or caused to be made, financial contributions to the Corporation as set from time to time by policy of the National Board. Directors elected by qualified general members are expected to have had leadership responsibility, currently or in the past with SHPE and or its programs and activities, be engaged directly or indirectly in the fields of engineering, science, mathematics and or technology. Directors are expected to represent, or have represented academics or working professionals, or companies or organizations that employ and or promote STEM enterprises. Lifetime Members of SHPE shall be eligible for appointment or election to the National Board.	7.1.2 Qualifications	All directors must be at least 18 years of age and demonstrate commitment to SHPE's mission and values.	Opens up the opportunity for any who are interested, over the age of 18, to be nominated and serve on the Board.
7.3.3 Election of Successors	Nine positions on the National Board shall be appointed by vote of the National Board from a list of nominations sent by the National Board's Nominations Subcommittee, which must make a good faith effort to ensure that candidates presented to the National Board represent a cross section of SHPE constituencies. Included among these appointments shall be at least one Director representing corporations, at least one Director representing graduate and/or undergraduate academia and at least one Director representing government. There will be six Designated Director positions on the National Board, as set forth below in section 7.3.4. Each new Director shall take office on July 1st following their selection by the National Board (unless the National Board is making an appointment to fill a vacancy).	7.3 Terms; Appointment of Successor	Directors shall be appointed to the National Board for 2-year terms and may be extended to serve an additional two terms after which they need to exit the National Board for one year. No Director shall serve more than 3 consecutive terms or 6 total years (72 months). A director completing three terms must be off the National Board for at least two-years before being nominated for a position on the National Board. Each Director, including a Director elected to fill a vacancy, shall hold office until the expiration of the term for which they were appointed and until the appointment and qualification of a successor, or until that Director's earlier resignation or removal in accordance with these Bylaws and California Nonprofit Corporation Law. By resolution, the National Board may arrange for terms to be staggered.	Directors will be appointed with limited terms to ensure no lifetime appointments or undue influence on the Board. All Board appointments will follow a process for nominations as set by the National Board's Nominations Subcommittee. A process currently exists that has proven to improve the Board's operation, and as a result, the Corporation. This policy and process/procedure is currently being reviewed by the Nominations Subcommittee with consultation from an advisory firm with expertise in governance, as well as legal counsel.
7.3.4 Six Designated Director Positions	<p>7.3.45 Six Designated Director Positions Six positions on the National Board shall be filled from a list of candidates elected for each position in accordance with the provisions in Article 12 of these Bylaws so that the National Board at all times includes Directors in the following designated positions:</p> <p>7.3.4.11 Three STEM Professionals. One of these professionals will be responsible for representing the Regional Leadership on the National Board.</p> <p>7.3.4.20 One STEM graduate student.</p> <p>7.3.4.31 Two STEM undergraduate students.</p>	N/A	Move to Policy	See above. The proposed bylaws allow for an expanded number of directors and the ability to appoint additional directors beyond the six currently allowed for consisting of three professional members, one graduate member, and two undergraduate members. The proposed policy will allow for consideration of expansion of this allocation as the membership base and board may expand in size.

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7.17 Emergency Bylaws (New Section)	N/A	7.17 Emergency Bylaws (New Section)		New section to protect the Corporation in the event of an emergency.
N/A	N/A	7.17.1 When Applicable	<p>Notwithstanding anything to the contrary herein, Section 7.17 applies solely during an emergency, which is the limited period of time during which a quorum cannot be readily convened for action as a result of the following events or circumstances until the event or circumstance has subsided or ended and a quorum can be readily convened in accordance with the notice and quorum requirements in Section 7.7 and Section 7.9.</p> <p>(a) A natural catastrophe, including, but not limited to, a hurricane, tornado, storm, high water, wind-driven water, tidal wave, tsunami, earthquake, volcanic eruption, landslide, mudslide, snowstorm, drought, epidemic, pandemic, or disease outbreak. or, regardless of cause, any fire, flood, or explosion;</p> <p>(b) An attack on or within this state or on the public security of its residents by an enemy of this state or on the nation by an enemy of the United States of America, or on receipt by this state of a warning from the federal government indicating that any such enemy attack is probable or imminent;</p> <p>(c) An act of terrorism or other manmade disaster that results in extraordinary levels of casualties or damage or disruption severely affecting the infrastructure, environment, economy, government function, or population, including, but not limited to, mass evacuations; or</p>	New section to protect the Corporation in the event of an emergency.
N/A	N/A	7.17.2 Emergency Actions	<p>In anticipation of or during an emergency, the National Board may take either or both of the following actions necessary to conduct the Corporation's business operations and affairs:</p> <p>(a) Modify lines of succession to accommodate the incapacity of any director, officer, employee, or agent resulting from the emergency;</p> <p>(b) Relocate the principal office or authorize the officers to do so.</p> <p>During an emergency, the National Board may take either or both of the following actions necessary to conduct the Corporation's business operations and affairs:</p> <p>(a) Give notice to a Director or Directors in any practicable manner under the circumstances when notice of a meeting of the National Board cannot be given to that Director or Directors in the manner prescribed by Section 7.7;</p> <p>(b) Deem that one or more officers present at a National Board meeting is a Director, in order of rank and within the same rank in order of seniority, as necessary to achieve a quorum.</p> <p>In anticipation of or during an emergency the National Board may take any action that it determines to be necessary or appropriate to respond to the emergency, mitigate the effects of the emergency, or comply with lawful federal and state government orders. Any actions taken in good faith during an emergency under this section bind the Corporation and shall not be used to impose liability on a director, officer, employee, or agent. All provisions of the regular bylaws consistent with these emergency bylaws shall remain effective during the emergency.</p>	New section to protect the Corporation in the event of an emergency.

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9.8 Chief Executive Officer	The National Board shall employ under contract a Chief Executive Officer (CEO). The CEO shall manage all day-to-day affairs and operations of the Corporation. In his or her duties, the CEO shall report to the National Board. The Chief Executive Officer shall attend National Board meetings, unless excused or directed otherwise by the National Board. In the absence of a Chief Executive Officer, the Chairperson of the National Board will act as the Chief Executive Officer. The CEO shall have such duties and responsibilities that are, from time to time granted by the National Board.	9.6 Chief Executive	Subject to such supervisory powers as may be given by the National Board to the Chairperson or Vice Chairperson, the National Board may hire a chief executive who shall be the general manager of the Corporation, and subject to the control of the National Board, shall supervise, direct and control the Corporation's day-to-day activities, business and affairs. They shall have such powers and duties as may be prescribed by the National Board through a contract of employment or applicable Board policies approved by the National Board. Additionally, the National Board may, by resolution, appoint the chief executive as a voting Director. In the absence of a chief executive officer, the Chairperson of the National Board will serve as the acting chief executive officer, until an interim CEO is selected by the Board. The CEO cannot serve as an officer of the Board.	Additional provisions for how the CEO shall operate the Corporation will be governed by a contract of employment along with policies and procedures approved by the Board. This is to ensure no one executive would have undue influence nor singular control over the Board or the Corporation.
N/A	N/A	9.7.1 Salaries Fixed by National Board	The salaries of any Corporation Officers, if any, shall be fixed from time to time by resolution of the National Board or by the person or Committee to whom the National Board has delegated this function, and no Officer shall be prevented from receiving such salary by reason of the fact that they are also a Director, provided, however, that such compensation paid to a Director for serving as an Officer shall only be allowed if permitted under the provisions of Section 7.15. In all cases, any salaries received by Officers shall be reasonable and given in return for services actually rendered for the Corporation which relate to the performance of the public benefit purposes of the Corporation. No salaried Officer serving as a Director shall be permitted to vote on their own compensation as an Officer.	Directors serving on the Board do not and will not receive compensation for their duties. The only exception in practice is for the CEO of the Corporation who will serve on the Board. The CEO's compensation is for the duties performed in the running the Corporation, and not for service on the Board.
10.1 Chapters	To maintain and grow relationships supporting the Corporation's mission and purposes, the Corporation shall establish and support professional, student and junior chapters.	10.1 Chapters and Other Affiliations	To maintain and grow relationships supporting the Corporation's mission and purposes, the Corporation shall establish and support chapters. The National Board of Directors shall designate the criteria for chapter establishment and dissolution. All other details moved to policy.	There are neither changes to the chapters nor in their governance.
10.1.1 Professional Chapters	A Professional Chapter may be established in any geographical locality without any restrictions and shall become operative as soon as the proposed professional chapter bylaws have been approved by the National Board. Professional Chapter bylaws shall not conflict with these Bylaws. The function of the Professional Chapter shall be the encouragement of their members to advance in their career and support the advancement of Hispanics in STEM.	N/A	Move to Policy	There are neither changes to the chapters nor in their governance.
10.1.2 Student Chapters	Student Chapters, composed of students pursuing a STEM career, may be established at universities or colleges providing a formal curriculum in science, technology, engineering or math. Establishment of a Student Chapter will be approved by the National Board. The National Board for reasons deemed sufficient for such action may terminate any Student Chapter. The functions of a Student Chapters shall be the encouragement of their members to finish their studies and support the advancement of Hispanics in STEM. Student Chapter voting is controlled by the policies or practices of each Chapter.	N/A	Move to Policy	There are neither changes to the chapters nor in their governance.

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10.1.3 Junior Chapters	Junior chapters, composed of pre-college students, may be established at 6- 12th grade educational institutions. Establishment of Junior Chapters will be approved by the National Board. The National Board for reasons deemed sufficient for such action may terminate any Junior Chapter. The functions of Junior Chapters shall be the encouragement of their members to finish their studies and pursue college degrees, especially degrees in STEM fields.	N/A	Move to Policy	There are neither changes to the chapters nor in their governance.
10.1.4 Chapter Applications	A chapter application shall state the chapter's purpose and goals, list the officers and members and shall be signed by the president and the secretary or treasurer of the chapter. Upon approval, SHPE National Office shall provide support to the approved chapter. .	N/A	Move to Policy	There are neither changes to the chapters nor in their governance.
10.1.5 Chapter Finances	A chapter may not raise, nor spend, money independently using the federal tax identification number of SHPE. Where necessary, funds raised by a chapter may be deposited with and held by SHPE, and subsequently distributed by SHPE to or on behalf of the respective chapter for chapter activities in alignment with SHPE's mission and purpose, as determined by the SHPE National CEO. .	N/A	Move to Policy	There are neither changes to the chapters nor in their governance.
10.1.6 Termination of Chapters	Any chapter (i.e., Professional, Student, or Junior) may be terminated by the National Board for reasons deemed sufficient for such action. A terminated chapter shall no longer be entitled to be associated with SHPE, nor receive benefits of association with SHPE, nor use the SHPE name, tagline, logo, etc.	N/A	Move to Policy	There are neither changes to the chapters nor in their governance.
10.1.7 Other Affiliations	The Corporation may establish one or more affiliations with third parties to further SHPE's mission and purposes and/or strategies. No such affiliation shall be entered into unless it is consistent with SHPE's mission and purposes.	10.1 Chapters and Other Affiliations	To maintain and grow relationships supporting the Corporation's mission and purposes, the Corporation shall establish and support chapters. The National Board of Directors shall designate the criteria for chapter establishment and dissolution.	Wording update and simplification in compliance with California Non-Profit Law

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Article 11 Regional Structure	<p>Section 11.1 Regions The United States and its Territories will be divided into seven regions.</p> <p>11.1.1 States Covered by Each Region The regions will be as follows:</p> <p>Region 1 1) Alaska 2) Northern Nevada 3) Central and Northern California 4) Oregon 5) Washington</p> <p>Region 2 1) Arizona 2) Hawaii 3) Southern California 4) Southern Nevada</p> <p>Region 3 1) Colorado 2) Idaho 3) Kansas 4) Nebraska 5) New Mexico 6) North Dakota 7) Montana 8) South Dakota 9) Utah 10) Wyoming</p> <p>Region 4 1) Connecticut 2) Delaware 3) Maine 4) Maryland 5) Massachusetts 6) New Hampshire 7) New Jersey 8) New York 9) Pennsylvania 10) Rhode Island 11) Vermont 12) Virginia 13) West Virginia 14) Puerto Rico 15)</p>	Article 11 Regions	The United States and its Territories may be divided into a regional structure, with leadership and granted authorities as may be approved by the National Board. All other details moved to policy.	There are no changes being made to the regions. Moving to policy will allow updates, as may be needed, to best serve member needs.
Article 11 Regional Structure (continued)	<p>Region 6 1) Illinois 2) Indiana 3) Iowa 4) Kentucky 5) Michigan 6) Minnesota 7) Missouri 8) Ohio 9) Wisconsin</p> <p>Region 7 1) North Carolina 2) South Carolina 3) Georgia 4) Florida</p> <p>Section 11.2 Regional Leadership</p> <p>The sole purpose of the Regional Leadership is to support at the local level, the operationalization of SHPE's mission and purpose. . The National Board shall establish a charter describing the responsibilities and operations of the Regional Leadership. Each Region's Leadership shall be made up of, at a minimum, the following positions:</p> <p>11.2.1 Regional Vice Presidents The Regional Vice President (RVP) will represent the professional membership and lead the Regional Leadership for their respective region. In addition to the scope of responsibilities as described by the Regional Leadership Charter, the RVP shall timely communicate to the Region's Professional Chapters, SHPE business as presented by the National Board and/or the SHPE CEO. The RVP shall serve a term of two years. If the RVP is re-elected and serves three consecutive terms, he or she cannot run or be elected to an</p>	Article 11 Regions	The United States and its Territories may be divided into a regional structure, with leadership and granted authorities as may be approved by the National Board. All other details moved to policy.	A charter as referenced in Section 11.2 of the current bylaws will be established for Regional Leadership Committee(s) that will collaborate on the forward looking structures for each regional leadership team. These committees will be made up of current regional leaders, staff, Board and others that may be called into service. After many years of feedback and discussions, this prescriptive structure must be modernized to allow for better communication, operating support, growth of chapters, and leadership opportunities for more volunteers.

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Article 11 Regional Structure (continued)	<p>11.2.2 Regional Student Representative The Regional Student Representative (RSR) will represent the undergraduate student membership within his/her respective region. In addition to the scope of responsibilities as described by the Regional Leadership Charter, the RSR shall timely communicate to the Region's Student Chapters, SHPE business as presented by the RVP and/or the SHPE CEO. The RSR shall serve a term of one year. The RSRs are elected by the Student Chapters within that region.</p> <p>11.2.3 Regional Graduate Representative The Regional Graduate Representative (RGR) will represent the graduate student membership within his/her respective region. In addition to the scope of responsibilities as described by the Regional Leadership Charter, the RGR shall timely communicate to the Region's graduate students, SHPE business as presented by the RVP and/or the SHPE CEO. The RGR shall serve a term of one year. The RGRs are elected by the graduate student membership within that region.</p> <p>11.2.4 Regional Junior Representative The Regional Junior Representative (RJR) must be a STEM</p>	Article 11 Regions	The United States and its Territories may be divided into a regional structure, with leadership and granted authorities as may be approved by the National Board. All other details moved to policy.	See above.
Article 12 Election of Designated Directors and Election Of Regional Committee Members	<p>Section 12.1 Elections The Elections Subcommittee shall conduct a process for the election of candidates to the Designated Director positions as well as election of Regional Leadership.</p> <p>Section 12.2 Timing of Nominations, Elections & Assumption of Office Election process shall commence in February and ballot counting shall conclude</p> <p>by May 31st of each year. A list of all candidates who qualified to be on a ballot for election to a Designated Director position and the election results for each of those candidates must be provided to the National Board Secretary by June 1st of each year. Newly elected Regional Leadership will assume their official capacities on the first day of July in the year in which they were elected.</p> <p>Section 12.3 Record Date for Voting Members Any professional, and graduate member whose dues are received by Feb 15th to the SHPE National Office, and any Student Chapter in good standing by Feb 15th as determined by the relevant policies and procedures, shall be eligible to vote in the election for candidates to regional offices and Designated Director positions on the National Board.</p> <p>Section 12.4 Election Results</p>	N/A	Move to Policy	Directors will be appointed with limited terms to ensure no lifetime appointments or undue influence on the Board. All Board appointments will follow a process for nominations as set by the National Board's Nominations Subcommittee. A process currently exists that has proven to improve the Board's operation, and as a result, the Corporation. This policy and process/procedure is currently being reviewed by the Nominations Subcommittee with consultation from an advisory firm with expertise in governance, as well as legal counsel.

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Article 12 Election of Designated Directors and Election Of Regional Committee Members (continued)	<p>Section 12.5 Nomination and Election of STEM Professional Designated Directors</p> <p>Each eligible Professional Member, Graduate Student Member, and Student chapter shall have one vote for each nominee for a STEM Professional Designated Director position open and posted for the election process. A candidate may nominate him/herself with a petition and five signatures from eligible general members. An eligible voting member may also nominate a candidate with a petition and five signatures from eligible General Members. The name of the candidates and the five signatures must be submitted to the Elections Subcommittee before the designated deadline.</p> <p>Section 12.6 Nomination and Election of Regional Vice-President and Appointment of the Regional Junior Representative</p> <p>The Regional Vice-President (RVP) shall be elected by a regional vote of eligible Professional Members, Graduate Student Members, and Student Chapters within the relevant region. Each eligible voting member and each Student Chapter shall have one vote. The RJR shall be appointed by the Regional Leadership. RVP and RJR candidates must be a current resident of the relevant region, must have been a resident within the region for at least six months and must have been a Professional Member in good standing for at least six months. Nominees for the positions of RVP will made with an application and the five signatures of eligible voting members within the</p>	N/A	Move to Policy	See above.
Article 12 Election of Designated Directors and Election Of Regional Committee Members (continued)	<p>Section 12.7 Nomination and Election of STEM Undergraduate Designated Director</p> <p>Each eligible Student Chapter shall have the opportunity to cast votes for the election of two STEM undergraduates Designated Director positions. The elections shall be organized and directed by the Elections Subcommittee. A candidate may nominate him/herself with a application and five undergraduate student member signatures or an undergraduate student member may nominate a candidate with an application and five signatures of undergraduate student members.</p> <p>Section 12.8 Nomination and Election of the STEM Graduate Designated Director</p> <p>Each Graduate Student Member shall have the opportunity to cast a vote for the STEM Graduate Designated Director position. The election shall be organized and directed by the Elections Subcommittee. A candidate may nominate him/herself with an</p>	N/A	Move to Policy	See above.
Article 13 Transactions Between Corporation and Directors or Officers	Numbering changed	Article 12 Transactions between Corporation and Directors or Officers: Disclosures of Conflict of Interest		N/A
Article 14 Indemnification of Directors, Officers, Employees and Agents	Numbering changed	Article 13 Indemnification of Directors, Officers, Employees and Agents		N/A
Article 15 Corporation Records and Reports	Numbering changed	Article 14 Corporate Records and Reports		N/A

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Article 16 Construction and Definitions N/A (New Section)		Article 16 Construction and Definitions	Unless the context requires otherwise, the general provisions, rules of construction, and definitions of California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both legal entities and natural persons. All references to statutes, regulations, and laws shall include any future statutes, regulations and laws that replace those referenced.	Compliance with Californing Nonprofit Corporation Law
Article 16 Execution of Instruments, Deposits and Funds	Numbering changed	Article 14 Execution of Instruments, Deposits and Funds		N/A
Article 17 Miscellaneous	The fiscal year of the Corporation shall commence on July 1 and end on June 30 of each year.	N/A	Moved to Policy	To be governed by a fiscal policy as approved periodically by the Board. Best practice of comparable organizations.
Article 18 Amendments	Section 18.1 The National Board may propose to the membership an adoption, amendment or repeal of these Bylaws by a 2/3 vote of those Directors present and voting at a meeting at which a quorum is present. Such power is subject to the following limitations: (a) The National Board may not propose amendments to Bylaw provisions fixing the authorized number of Directors or establishing procedures for the nomination or appointment of Directors other than by a 4/5 super-majority vote of all Directors. (b) This Section 18.1 may be proposed for amendment only by a 4/5 super majority vote of all Directors.	Article 17 Amendments	a) Where any provision of these Bylaws requires the vote of a larger proportion of the Directors than otherwise is required by law, such provision may not be altered, amended, or repealed except by the vote of such greater number. b) No amendment may extend the term of a Director beyond that for which such Director was elected. c) No amendment may add a provision that is in conflict with law or the Corporation's Articles of Incorporation.	In general, California law allows nonprofit corporations to amend their bylaws without a member vote, unless current bylaws require it. Best practices of comparable organizations do not require going the members for all changes to the bylaws. Certain amendments that affect member rights, such as voting or transfer rights, typically do require member approval.
	Section 18.2 Amendment Voting Process The following procedure shall be followed for amending any portion of these Bylaws. (a) The proposed amendment shall be submitted in writing to the National Board for approval. (b) Subsequent to the National Board's approval, ballots shall be distributed to each eligible voting member within sixty (60) days of the amendment's approval by the National Board. Ballots received by eligible voting members within three (3) weeks from the date of distribution shall constitute valid votes. (c) A favorable vote of two-thirds of the responding voting membership shall be required to ratify the proposed amendment. (d) The General Membership shall be notified of the results within two (2) weeks of the voting deadline.			