



## BY-LAWS

### of the Society of Broadcast Engineers, Inc.

(as amended November 2001)

#### ARTICLE I. NAME AND PURPOSES

**Section 1. Name.** The name of this organization shall be the Society of Broadcast Engineers, Inc., a corporation pursuant to the District of Columbia Non-Profit Corporation Act.

**Section 2. Purposes.** The purposes for which the corporation is organized are as follows:

(a) The diffusion and increase of knowledge about broadcast engineering, and the promotion and advancement of this profession and its companion fields for both theoretical and practical applications necessary to advance the art.

(b) The establishment of professional education, training and competence for persons engaged in the profession of broadcast engineering and its allied fields; and to afford professional recognition to its practitioners signifying the achievement of these standards.

(c) The stimulation of interest in broadcast engineering and its allied fields to sustain the profession, encouragement of the interplay and intercourse of ideas to advance the art, and the promotion and maintenance of the highest professional standards among its members to allow them to conduct their professional actions in the scale of exemplary ethical standards.

(d) The creation of working alliances and meeting of minds with all elements of the broadcast and communications industry, including the FCC and the ultimate recipient of that which we practice, the viewers and listeners.

(e) To these ends, it shall be the purpose of the Society to hold meetings for the reading and discussion of professional papers, publications, communications, or such other professional activities as shall properly fulfill the objectives of the Society and advance the art of broadcast engineering.

#### ARTICLE II. MEMBERSHIP

**Section 1.** (a) As shall be deemed necessary, geographical grouping of Chapters may be authorized by the Board of Directors to alleviate attendee hardship regarding regular Chapter participation.

(b) Student Chapters may be established either as a part of a regular Chapter, or may be established on a

state-accredited university campus under the sponsorship and guidance of the SBE.

#### **Section 2. Membership Types**

(a) **Honorary Member:** A person of outstanding repute and eminence in the Art and Science of Broadcast engineering or any of its allied professions may be elected to Honorary Membership by the Board of Directors and thus become entitled to all the rights and privileges of the Society.

Candidates for election to Honorary Membership shall be proposed in writing by a voting member. Such proposal shall include a biography of the candidate and the endorsement of 15 voting members and shall be submitted to the Board of Directors for consideration. If elected, the candidate shall be notified by the Secretary. The Board of Directors shall confer the Honorary Membership in such a manner as they deem appropriate.

(b) **Fellow:** A member who has rendered conspicuous service, or is recognized as having made valuable contribution to the advancement of broadcast engineering or its allied professions, dissemination of knowledge thereof, the promotion of its application in practice, may be elected a fellow of the Society.

Candidates for election to Fellowship shall be proposed in writing by a voting member. Such proposal shall include a biography of the candidate and the endorsement of 5 voting members and shall be submitted to the Board of Directors for consideration. If elected, the candidate shall be notified by the Secretary. The Board of Directors shall confer the Fellowship in such a manner as they deem appropriate.

(c) **Senior Member:** Any member of the Society for at least 5 consecutive years, with at least 15 years active participation in broadcast engineering or its allied fields who has demonstrated professional responsibility in the area of supervision, equipment design, physical plant design, marketing and/or equipment-systems integration. Candidates for election to Senior Member shall make application to the Membership Committee on forms provided by the National Office.

(d) **Member:** Any person actively engaged in broadcast engineering or its allied fields, or who has an academic degree in Electrical Engineering, or its equivalent, or has scientific or professional experience in the communications field, including the design or marketing of broadcast related products shall be eligible for election

to membership in the Society. Upon election, he shall be entitled all the rights and privileges of the Society. Equivalent scientific or professional experience shall require at least 4 years active participation in broadcast engineering or its allied fields which demonstrates acceptable technical proficiency to the satisfaction of the Admissions Committee.

(e) **Associate and Student:** Any person engaged in the objectives of the Society, not meeting the qualifications of a Member, or above, may be eligible for election to the grade of *Associate Member*. Any person actively engaged in the study of companion Engineering fields shall be eligible for election to the grade of *Student Member*. Associate and Student Members do not qualify for voting privileges in national elections, nor are they eligible to hold offices in other than Student Chapters of the Society. Candidates for election to Associate Membership shall make proper application to the Admissions Committee on forms provided by the National Office. Candidates for election to Student Membership shall make proper application to the Admissions Committee on forms provided by the National Office. Students must provide the endorsement of their College or University Advisor to certify their student status. Student membership shall not exceed the member's term in college or university and shall be convertible to Member status with no further action other than presentation of upgrade request to the Admissions Committee, provided that all membership requirements are met upon satisfactory completion of education.

(f) **Lifetime Membership:** Any membership classification of Member, Senior, Fellow or Honorary shall be eligible for Lifetime Membership. Application for Lifetime Membership shall be made on forms provided by the National Office. Conditions of payment shall be determined by the Board of Directors. Upon completion of conditions, the member will be provided a plaque and membership card indicating Lifetime Membership status.

(g) **Life Membership:** Any Member or Fellow in good standing who has retired from full employment and who has been a member in good standing for 10 or more consecutive years immediately preceding application, may, at his request, be placed on the Life Membership list.

(h) **Sustaining Member:** Any person, corporation, or organization meeting the requirements determined by the Board of Directors shall be eligible to election to Sustaining Membership in the Society. Individual Sustaining Members, and individuals representing organizations which are Sustaining Members, shall be allowed voting privileges. Individuals representing organizations who are Sustaining

Members shall be authorized by the Sustaining Member to cast the vote of the Sustaining Member and shall receive all communications on behalf of the Sustaining Member, pursuant to procedures established by the Society.

(i) **Youth Member:** Any high school student active in the technical operation of a high school or career center broadcast station, school club or community organization such as an amateur radio club, with the purpose of learning about the field of broadcast engineering, or who has a general interest in broadcast engineering. Youth members do not qualify for voting privileges in national elections nor are eligible to hold elected or appointed office.

(j) The right to wear the Emblem of the Society is given to Members of any classification.

### **Section 3. Termination of Membership.**

(a) Any Member may be suspended for a period or expelled for cause, such as violation of any of the By-Laws or Canons of Ethics of the Society or for conduct prejudicial to the best interests of the Society. Such suspension or expulsion shall be at the unanimous vote of the full membership of the Board of Directors, with the exception of the vote of the person proposed for suspension or expulsion if he be a Member of the Board of Directors. At least 15 days before a vote may be taken for the suspension or expulsion of a Member, a statement of the charges against him and a notice of the time when and place where the Board of Directors proposes to take action must be sent to such Member by registered mail at his last recorded address; such Member shall be given an opportunity to present a defense at the time and place mentioned in the aforesaid notice.

(b) Any Member may be suspended or expelled for failure to pay dues, as outlined in Article V.

(c) Any Member may withdraw from the Society by presenting to the Secretary a written resignation, which resignation shall be presented to the Board of Directors by the Secretary.

(d) Each Member shall have one vote only.

(e) The rights of any person as a Member of this Society, including his right to vote, shall cease immediately upon suspension, expulsion, or termination of membership.

## **ARTICLE III. BOARD OF DIRECTORS**

**Section 1.** The governing body of the Society shall be known as the Board of Directors, which shall consist of the President, Vice President, Secretary, Treasurer, Immediate Past President and not less than six nor more than 12 Directors.

**Section 2.** All members of the Board of Directors and all nominees therefore must be members in good standing of the Society and hold a valid SBE Engineer-

ing Certification at the time of nomination and throughout all terms of office.

**Section 3.** The term of the Directors shall be for two years.

**Section 4.** A Director may be elected to not more than two consecutive terms after which that person must not hold a directorship for two years.

**Section 5.** All terms of office shall begin and end with the Annual Membership Meeting, the time of which shall be determined by the Board of Directors. The Board of Directors shall meet following the Annual Meeting, as soon as practicable.

**Section 6.** The Board of Directors shall have the power to hold meetings at such times and places as it deems necessary; to appoint committees; to employ staff and consultants; to authorize expenditures, establish policies and procedures, and to take such actions as may be necessary or desirable to carry out the purposes of the Society. Meetings of the Board of Directors may be called by the President whenever he deems necessary. Other meetings shall be called by the President upon written request of any four Directors or officers. Notification of all meetings of the Board of Directors shall be served personally, by regular United States Mail or receipted electronic mail, or by telephone conference call. Such notices shall not be made less than 21 normal working calendar days.

**Section 7.** The presence of a majority of the Directors plus two Officers shall constitute a quorum for the transaction of any business, and the act of the majority of those present at such a meeting shall be the act of the entire Board of Directors. Each member of the Board of Directors, except the President, (who shall vote only in order to break a tie) shall have one vote. An absentee vote may be cast by any member of the Board of Directors if in writing or by telephone conference call, if such vote pertains to one specific item of business. The absent members' proxy may not be counted for the purpose of obtaining a quorum.

**Section 8.** Whenever a vacancy shall occur on the Board of Directors of the Society, the Executive Committee will fill the vacancy. The new Board member will serve for the unexpired term of his predecessor.

**Section 9.** In the absence of fraud or bad faith, the Board of Directors shall not be personally liable for the debts, obligations or liabilities of the Society.

**Section 10.** No member of the Board of Directors shall be reimbursed from the Treasury of the Society for expenses in attending any Board of Directors or Committee meeting. Members of the Board of Directors may be reimbursed for reasonable out-of-pocket expenses necessarily incurred in pursuing

Society business by any Chapter, should that Chapter so desire.

**Section 11.** Each member of the Board of Directors shall endeavor to represent the views and interests of and maintain the fullest possible contact with the chapters in all regions.

**Section 12.** All members of the Board of Directors will have the right to vote at Board of Directors meetings. The President, or in his absence, the Vice President, will vote only when necessary to break a tie.

**Section 13.** Board members will seek at all times to avoid conflict of interest or actions or circumstances that could create the appearance of a conflict of interest. A conflict of interest shall be deemed to exist where a Board member's business connections are such that he could gain financially through the shaping of the affairs of the Society by the Board; by the improper exploitation of his office for the furtherance of his own aims or those of his employer; where he participates in a decision making process despite business, personal or professional interests that might bias or cause that member to pre-judge the issue; or where his influence in the affairs of the Society could be used for his private benefit. A Board member shall disclose any source of income or other financial interest he or his immediate family members have in any entity with which the Society is dealing or considering conducting business, both at the time of election and at any time during his service when the information is relevant to matters under consideration by the Board. If a conflict of interest arises on the part of any Board member, that Board member will not vote or otherwise participate in Board or committee deliberations concerning the transaction that is the subject of the conflict, and will excuse himself from the meeting while the matter is under consideration, unless the remaining Board members or directors request that he participate in the discussion. If the nature of the conflict is irreconcilable with the Board member's continued service to the Society, the Board member may, by vote of a two-thirds majority of the Board, be removed from office for the remainder of the term of that member.

#### **ARTICLE IV. GOVERNING OFFICERS**

**Section 1.** The membership of the Society shall elect the Officers, which Officers shall consist of the President, Vice President, Secretary and Treasurer for a term of one year.

**Section 2.** The President may serve up to two consecutive terms in that office. The Vice President may serve up to two consecutive terms in that office. The Secretary may serve up to four consecutive terms in that office. The Treasurer may serve up to four consecutive terms in that office. No elected person may serve more than eight consecutive years as a director and/or an officer without a break in tenure of at least two years.

**Section 3.** No officer shall receive any compensation from the Society for services performed in his official capacity, but Officers shall be reimbursed for reasonable expenses in the performance of official duties upon presentation and verification of such expenses.

**Section 4.** The Executive Committee shall consist of the elected Officers and the Immediate Past President, and two Directors as appointed by the President.

**Section 5.** The President shall preside at the regular meetings of the Society or Board of Directors and shall be Chairman of the Executive Committee.

**Section 6.** The Vice President shall assume the duties of the President in his absence or incapacity and shall otherwise assist the President.

**Section 7.** The Secretary shall be responsible for all records and books of account of the Society, and shall record the minutes of all meetings of the Society and the Board of Directors. He shall also conduct the correspondence of the Society and the Board of Directors and records maintained by the Secretary shall be available at the National Office for inspection by members in good standing at all reasonable times. A copy of the minutes of all meetings of the Board of Directors shall be distributed to each member of the Board of Directors and summaries thereof shall be provided to the Chapter Chairpersons in a timely manner following each meeting.

**Section 8.** The Treasurer shall supervise all accounts and moneys of the Society, under the direction of the Board of Directors and shall establish such accounts as shall be designated by the Board of Directors. He shall have charge of all funds of the Society, and shall be responsible for the prompt collection of dues from the membership. All checks shall require at least two signatures. Those authorized to sign checks shall be nominated by resolution of the Board of Directors. A financial report shall be distributed, by publication to the members of the Board of Directors and, upon written request, made available to Chapter Chairpersons on an annual basis. An audit will be performed by an independent auditor at least every two years and at the time a new Treasurer takes office. This audit will include all moneys administered by the Society.

**Section 9.** The Immediate Past President shall be a member of the Executive Committee, for a term of one year (unless the newly elected President is later elected for a second term, in which case the term of the Immediate Past President shall be for two years) beginning with the commencement of the term of a new President.

**Section 10.** An Executive Director may be employed and assume the duties and responsibilities as designated by the Board of Directors.

**Section 11.** Any officer or director who has accumulated two or more absences from duly-noticed meetings of the Board of Directors and/or of the Executive Committee during a single term of office may be removed upon two-thirds vote of all current members of the Board of Directors, with the exception of the vote of the person proposed to be removed.

## ARTICLE V. DUES

**Section 1.** The annual dues shall be established by the elected Board of Directors.

(a) Annual dues shall be payable in advance and shall become due and payable on the first day of April each and every year.

(b) A bill for annual dues plus a membership card shall be mailed to each Member thirty days before due date.

(c) New Members shall receive a diploma-type membership certificate to indicate their grade of Membership and year of joining the Society. Charter Membership shall be so indicated upon membership certificates. Members, who have been upgraded, shall receive a new diploma-type certificate to indicate their new grade and year of achievement.

(d) When a Member's dues are one month in arrears, a final notice shall be mailed by the National Office. When a Member's dues are three months in arrears, his membership shall be suspended.

(e) Reinstatement and Resignation shall be handled upon a basis to be determined by the Board of Directors.

(f) Military Service: Any Member entering Military Service shall have his dues placed in abeyance, with no further payments necessary until his release from Military Service.

(g) The dues of an individual member other than a student or associate member, may be placed in abeyance, with no further payments necessary during a fixed period of time upon a written showing of financial or other hardship satisfactory to the Membership Committee of the Board of Directors.

**Section 2.** The amount of rebate of dues collected from Members to local and regional chapters shall be determined by action of the Board of Directors and remitted to these chapters.

**Section 3.** Assessments upon Members shall be made only upon resolution of the Board of Directors and approval by a Majority vote of the eligible membership.

**Section 4.** Members holding the Life membership class of membership are exempt from payment of dues.

## ARTICLE VI. COMMITTEES

**Section 1.** The Executive Committee shall act on behalf of the Board between Meetings of the Board of Directors. Its actions shall be those of the Corporation and binding upon it, unless overruled by vote of the full Board of Directors. The Committee shall be responsible for the execution of policy established by the Board of Directors, and shall provide policy guidance to the President, Executive Director and staff.

**Section 2.** The following Committees may be appointed by the President with consent and approval of the Board. The chairman of each committee shall be a Regular, Senior, or Life Member, and all officers shall be members *ex officio* of each committee. Appointees to the committees must be members of the Society.

- (a) Nominations
- (b) Membership
- (c) Finance
- (d) Certification
- (e) Fellowship
- (f) FCC Liaison
- (g) Frequency Coordination
- (h) Chapter Liaison
- (i) Such other Committees as may be deemed necessary

**Section 3.** The duties of these committees shall be defined by the Board of Directors.

## ARTICLE VII. ORDER OF BUSINESS

**Section 1.** At each annual meeting of the Society, the general order of business shall be as follows:

- Remarks or address of the President
- Report of the Secretary
- Report of the Treasurer
- Reports of Committees
- Results of Elections
- Unfinished Business
- New Business

**Section 2.** Roberts' Rules of Order, to establish procedure and ensure decorum, shall govern all meetings of the Society and its subdivisions.

## ARTICLE VIII. NOMINATIONS AND ELECTIONS

### Section 1. Nominations.

(a) A nominating committee shall be appointed by the Board consisting of at least three members. At least sixty (60) days prior to the date fixed for the election of Officers, they shall nominate a slate of Officers and notify each member of such nominations by mail or by notice in a regular Society publication which is distributed to all members. The proposed slate of Officers will be sent to all Chapter Chairpersons not less than sixty (60) days prior to the election date, with a request for additional nominations.

(b) Any voting member in good standing, by letter to the Secretary, not less than forty-five (45) days prior to the election date, may propose and nominate a candidate, and the name of any eligible candidate so proposed by ten (10) members or more shall be entered on the ballot.

(c) The attendance and voting records of Board of Directors members or other elected officers who are nominated to re-election shall be published and mailed to every voting member at least thirty (30) days prior to the election date.

**Section 2. Elections.** Elections shall be by mail Ballot which shall be mailed to every voting Member in good standing at least thirty (30) days prior to election date. The votes shall be canvassed by a Board of Tellers, consisting of not less than five (5) Members in good standing appointed by the Board of Directors.

The results of the Election shall be reported by the Chairman of the Board of Tellers to the President within ten (10) days of the date of the election. The President shall then report the results to the Secretary, who shall notify the membership.

## ARTICLE IX. AMENDMENTS

**Section 1.** Proposals for amendment of these By-Laws may be made as follows: By written resolution signed by at least 25 voting members of the Society in good standing; by motion of any three Directors, or of the Executive Committee, or of any officer of the Society, at any regularly scheduled meeting of the Board. Such resolutions and motions shall be submitted to counsel for approval as to legality. Thereafter, such proposed amendments will become effective after two-thirds vote of the entire Board of Directors. Such Board vote shall be taken on such proposed amendments within 180 days of the submission of the resolution or motion to the Board.

The By-Laws may also be amended by a majority vote of the membership at large. A full membership vote shall be held within 120 days following the first Board of Directors meeting after 5% of all chapter chairpersons, representing the majority of their chapter members in good standing, submit a proposed amendment, addition or deletion, and petition for a full membership vote. The Board of Directors shall then have the option of voting on the proposed amendments, and if affirmed, in their entirety, render the full membership vote unnecessary. The SBE counsel shall be available to assist chapters with any such proposed amendment.

**Section 2.** Copies of the amended By-Laws shall be distributed by mail or published in a Society publication which is distributed to all members in good standing within 60 days after passage and enactment.

## **ARTICLE X. REGIONAL, LOCAL, CHAPTER CONSTITUTIONS**

**Section 1.** Subdivisions of the Society shall be governed by the By-Laws substantially in form and agreement with these By-Laws as set forth in the provisions of the Operating Guide for Chapters.

**Section 2.** The By-Laws of such subsections of the Society shall be approved by counsel, the Executive Committee of the Society, or such subcommittee as they shall designate, and the Board of Directors, before authorization is granted.

**Section 3.** The Executive Committee and the Board of Directors shall have the power to make changes from time to time in the Operating Guide for Chapters as serve the best interests of the Society.

## **ARTICLE XI. ASSETS AND FUNDS**

**Section 1.** No Member, Director, Officer, or employee of the Society shall have any title, rights, or interest in any of the assets and funds of the Society; all assets and funds of the Society shall be held exclusively by the Society.