as they deem appropriate. A Fellow of the Society is entitled to all the rights and privileges of the Society, including the right to vote.

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

Section 4. A Director shall be eligible to hold no more than three 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 Membership Meeting to transact such business as may come before its attention.

Section 6. The Board of Directors shall have the power to hold meetings of the Executive Committee on such dates and at such times and places as it shall determine.

Section 7. The presence of a majority of the Directors plus two Directors shall constitute a quorum for the transaction of business.

Section 8. Whenever a vacancy shall occur on the Board of Directors, the Executive Committee shall fill the vacancy.

Section 9. In the absence of a quorum or of bad faith, the Board of Directors shall have the power to act by a written resolution authorized by the President or Vice President.

Section 10. The discretion of the Board of Directors, the Board may permit reimbursement of Board members for some or all travel and lodging expenses reasonably incurred in their attendance at meetings of the Board of Directors.

Section 11. The Board of Directors may, in its discretion, authorize the use of technology to facilitate meetings. Any member of the Board of Directors, in the course of the Society's business, both at the time of election and at any time during his service when the interests of the Society are involved, shall have the right to confer with the Board of Directors and/or the President on any matter as to which he shall have reasonable belief that such action was in the best interests of the Society; and shall further, in the exercise of the powers granted him, not fail to protect himself or any other person against any such liability, cost, or expense.

ARTICLE IV. GOVERNING OFFICERS

Section 1. The membership of the Society shall elect the Officers, who shall hold office until their successors have been duly elected and qualified, unless the Executive Committee shall have charged or removed from office any such person with respect to any matter as to which he or she shall have any responsibility in the area of supervision, equipment design, physical plant or facilities.

Section 2. The President shall preside at the regular meetings of the Board of Directors; to appoint committees and to take such actions as may be necessary in any emergency.

Section 3. The President may serve up to two consecutive terms of office.

Section 4. The President shall have charge of all funds of the Society, and shall be responsible for the establishment of such accounts as shall be designated by the Board of Directors. He shall also conduct the correspondence of the Society and the Board of Directors and shall be Chairman of the Executive Committee.

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Section 7. The Secretary shall have charge of 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 shall be Chairman of the Executive Committee.

Section 8. The Secretary shall have charge of 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 shall be Chairman of the Executive Committee.

Section 9. The Treasurer shall have charge of 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 shall be Chairman of the Executive Committee.

Section 10. The Board of Directors shall have the power to make all amendments, bylaws, regulations, or other rules and by similar or other procedures established by the Board of Directors to the rules of practice and procedure established by the Board of Directors for the conduct of the business of the Society.

Section 11. The Board of Directors shall have the power to make all amendments, bylaws, regulations, or other rules and by similar or other procedures established by the Board of Directors for the conduct of the business of the Society.

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 that could create the appearance of a conflict of interest. Whenever a Board member believes that a conflict of interest or action could create the appearance of a conflict of interest, the Board member shall disclose the interests to the Board, who shall then determine whether such conflicts of interest or actions constitute a violation of the bylaws or any Board policies that may be in effect.

Section 14. Members who have been a member in good standing for one year may resign their membership at any time.

Section 15. Any person actively engaged in broadcast engineering and/or engineering, or who has an academic degree in Electrical Engineering or a related field, or who has an experience determined by the Board of Directors or other authorities in the field of communication, shall be entitled to membership in the Society.

Section 16. Any person, corporation, or organization having 100 or more members who are Sustaining Members, shall be allowed voting privileges. Individuals may become Sustaining Members by paying an annual fee of $500.00.

Section 17. Any person, corporation, or organization having 100 or more members who are Sustaining Members, shall be allowed voting privileges. Individuals may become Sustaining Members by paying an annual fee of $500.00.

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Section 20. Any person, corporation, or organization having 100 or more members who are Sustaining Members, shall be allowed voting privileges. Individuals may become Sustaining Members by paying an annual fee of $500.00.
ARTICLE I. NAME AND PURPOSES
Section 1. 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 and shall be conducted shall be as follows:

(a) The promotion and dissemination of knowledge about broadcast engineering, and the promotion and advancement of this profession and its allied fields; and to afford professional recognition to its practitioners for excellence in the art of broadcast engineering.

(b) The creation of interest in broadcast engineering and its allies, and to afford professional recognition to its practitioners for excellence in the art of broadcast engineering.

(c) The creation of interest in 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 meetings 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 those ends, it shall be the purpose of the Society to hold meetings for the reading and discussion of professional papers, publications, communications, and other material which shall properly fulfill the objectives of the Society and advance the art of broadcast engineering.

ARTICLE II. MEMBERSHIP
Section 1. As shall be deemed necessary, geographical grouping of officers, Sections, Chapters, and/or Divisions may be established, either as a part of a regular Chapter, or may be established on a trans-accredited university campus under the sponsorship and guidance of the SBE.

ARTICLE III. EXECUTIVE ORGANIZATIONS
Section 1. The By-Laws may be amended 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, and presented to the regularly scheduled meeting of the Board. Such resolutions and motions shall be submitted to counsel for approval as to legality. Thereafter, such proposed amendments shall become effective only after approval by the Society as a whole, provided at least a majority of all voting members shall approve the same.

The By-Laws may also be amended by a majority vote of the membership at large. A full membership vote shall be taken following the first Board of Directors meeting after 5% of all chapter chairpersons, representing the majority of their chapter members in good standing, submits a written amendment, after consultation, and petition for a full membership vote. The Board of Directors shall then have the option of voting on the proposed amendments, and if affirmative, in their entirety, make the full membership vote unnecessary. The SBE counsel shall be available to assist chapter officers in the preparation of any proposed amendments.

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 IV. AMENDMENTS
Section 1. Proposals for amendments 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, and presented to the regularly scheduled meeting of the Board. Such resolutions and motions shall be submitted to counsel for approval as to legality. Thereafter, such proposed amendments shall become effective only after approval by the Society as a whole, provided at least a majority of all voting members shall approve the same.

The By-Laws may also be amended by a majority vote of the membership at large. A full membership vote shall be taken following the first Board of Directors meeting after 5% of all chapter chairpersons, representing the majority of their chapter members in good standing, submits a written amendment, after consultation, and petition for a full membership vote. The Board of Directors shall then have the option of voting on the proposed amendments, and if affirmative, in their entirety, make the full membership vote unnecessary. The SBE counsel shall be available to assist chapter officers in the preparation of any proposed amendments.

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 V. ORDER OF BUSINESS
Section 1. At each regular meeting of the Society, the general order of business shall be as follows:

(a) Remarks or address of the President
(b) Report of the Treasurer
(c) Reports of Committees
(d) Results of Elections
(e) New Business

Section 2. Vote by Ballot. To establish procedure and ensue decorum, shall govern all meetings of the Society and its subdivisions.

ARTICLE VI. NOMINATIONS AND ELECTIONS
Section 1. Nominations shall be by appointment of the Board consisting of at least three members. At least sixty (60) days prior to the date fixed for the election of officers, a voting record shall be maintained, and any interested party may request notification of such member by mail or notice in a regular Society publication which is distributed to all members. The proposed slate of Officers will be sent to all Officers, Directors, and Officers at least sixty (60) days prior to the election date, with a request for additional nominations. All candidates for office, not nominated by a voting member or Committee or nominated by a voting member, shall meet the candidacy requirements as the Board, Directors, and Officers shall determine. Any interested party may propose by ten (10) members or more shall be eligible to be elected to the Board.

(b) Any voting member in good standing, by letter, to the Secretary, not later than forty-five (45) days prior to the election date, may request to be nominated and nominate a candidate, and any such proposal, if proposed by ten (10) members or more shall be eligible to be elected to the Board.

(a) Any candidate may be nominated by at least twenty-five (25) members in good standing appointed by the Board of Directors. The result of the voting shall be announced by the Chairman of the Board of Directors at the within ten (10) days of the date of the election. The President shall then report the result to the Secretary, who shall notify the membership.

ARTICLE VII. ORDER OF BUSINESS
Section 1. At each regular meeting of the Society, the general order of business shall be as follows:

(a) Remarks or address of the President
(b) Report of the Treasurer
(c) Reports of Committees
(d) Results of Elections
(e) New Business

Section 2. Vote by Ballot. To establish procedure and ensue decorum, shall govern all meetings of the Society and its subdivisions.