



Bylaws

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With amendments made to Sections
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**BYLAWS of
THE HISPANIC EDUCATIONAL TECHNOLOGY SERVICES CONSORTIUM
(HETS) known before As The Hispanic Educational Telecommunications System,
Inc. (Formed under the District of Columbia Nonprofit Corporation Act).**

ARTICLE 1

Offices

Section 1.01 Name of the Organization. The Consortium shall be known as the Hispanic Educational Technology Services consortium, (HETS).

Section 1.02 Location. The principal office of the Corporation shall be located within or without the District of Columbia, at such place as the Board of Directors shall from time to time designate. The initial principal office is located at 5 Thomas Circle, N.W, Washington, DC 20005. The Corporation may maintain additional offices at such other places as the Board of Directors may designate. The Corporation shall continuously maintain within the District of Columbia a registered office at such place as may be designated by the Board of Directors.

ARTICLE II

Membership

Section 2.01 Membership. “The Hispanic Educational Technology Services is a consortium constituted by colleges and universities from the United States, Puerto Rico, and abroad. Membership in the Consortium may include the following categories:

I. Educational Institutions

a. Full Members:**

1. Regular Member Institutions: Degree Granting universities, colleges, and community colleges with significant enrolled Hispanic students, in the United States, Puerto Rico, or any country may become, upon election, full members of the Board of Directors and may participate on all committees and task forces. Four-year colleges and universities will pay a full membership fee. Community colleges in this category will pay a Community College membership fee.

a) 4-year C's & U's

b) Community Colleges

** Full Members Institutions must have local and national accreditations recognized by the U.S. Department of Education or the Council of Higher Education, except for the International Member Institutions, to which only local accreditation will apply.

b. Ex-Officio Members:

The Founding Member Institutions (See Section 7.07) shall serve on the Board of Directors as ex-officio members without vote. They may participate fully at meetings of the Board. Their presence shall not contribute to a quorum. Founding Member Institutional representatives may be elected to the Board of Directors as full members.

The Executive Director of HETS will serve on the Board of Directors as an ex-officio non-voting member.

c. Affiliated Members:

1. Associate members: Degree Granting Colleges or universities that decide not to pay for a full membership, having access to selected benefits of a specific service or program. Associate members may be part of specific committees and task forces.
 - a) Four-year Colleges and Universities
 - b) Community Colleges
2. Educational Institutes: Non Degree Granting educational institutions such as technical or vocational institutes that are interested in affiliating to HETS, having access to selected benefits of a specific service or program. Educational Institutes members may be part of specific committees and task forces.
3. High schools: High schools in any country interested in receiving selected benefits of a specific service or program. High schools representatives may be part of specific committees and task forces.

II. **Corporate/Organizational Partners:** Organizations or corporations interested in Hispanic higher education and/or new educational technologies. Corporate/organizational members may be part of specific committees and task forces.

Members under this category may include:

- a. Technology Companies
- b. Nonprofit and professional organizations

III. **Individual membership:** Individuals who are employees of non-member colleges, universities, schools, organizations, or corporations interested in Hispanic higher education and/or new educational technologies. These individuals will have access to selected benefits and special rates.

- a. Non HMI Faculty

- b. Non HMI Administrators
- c. Non HMI Corporate

All above institutions and individuals must pay annual fees in order to stay active as members of the HETS Consortium. Memberships, benefits, and fees may vary. The Board of Directors will determine by Resolution changes to benefits, privileges, and fees for the various categories of affiliation.

ARTICLE III

Board of Directors

Section 3.01 Power of Board. The affairs of the Corporation shall be managed by the Board of Directors. Directors need not be residents of the District of Columbia.

Section 3.02 Composition of Board. Each full member institution may have a representative in the Board of Directors. The Executive Director of HETS will serve on the Board of Directors as an ex-officio non-voting member.

Section 3.03 Election and Term of Directors. The representatives from the full member institutions are to be designated at the sole discretion of each institution. The term of service of a member of the Board shall be two year, commencing July 1st and ending June 30th, or until his or her successor has been elected or designated. Board members are not restricted from serving multiple years.

Section 3.04 Vacancies. In case of any vacancy occurring in the Board of Directors, due to retirement, resignation or any other occurrence, full member institutions shall report the new designated representative to the Board.

Section 3.05 Removal of Directors. A director may also be removed with cause at any time by action of the Board, provided that such action is taken at a meeting of the Board called expressly for that purpose. If a director is removed, the Charter Institution shall have the right to name his or her successor. The Director in question must be apprised, orally or in writing, of the reason for proposed removal and must be afforded a reasonable opportunity to respond to any claims against him or her. The Director in question has a right to be heard, either orally or in writing, by at least three quarters of the Board. After a fair hearing, a Member may be removed if three-quarters of the Board so vote.

Section 3.06 Resignations. Except as otherwise required by law, any director of the Corporation may resign at any time by giving written notice to the Board or to the President or to the Secretary of the Corporation. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective.

Section 3.07 Quorum of Directors and Action by the Board. Unless a greater proportion is required by law, a majority of the number of directors present shall constitute a quorum for the transaction of business, provided, however, that in no event shall a quorum consist of less than one third of the number of directors so fixed. Except as otherwise provided by law, by the Articles of Incorporation, or these Bylaws, the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board.

Section 3.08 Meetings of the Board. Meetings of the Board of Directors, regular or special, may be held at such place within or without the District of Columbia, and upon such notice as may be prescribed by resolution of the Board of Directors.

A director's attendance at any meeting shall constitute waiver of notice of such meeting, excepting such attendance at a meeting by the director for the purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of such meeting.

Section 3.09 Informal Action by Directors; Meetings by Conference Telephone. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken by the Board may be taken without a meeting if all directors consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the directors shall be filed with the minutes of proceedings of the Board.

Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any or all directors may participate in a meeting of the Board or a committee of the Board by means of conference telephone or by any means of communications by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting.

Section 3.10 Compensation of Directors. The Corporation will not pay compensation to directors. Directors may be reimbursed for expenses incurred in the performance of their duties to the Corporation in reasonable amounts as approved by a majority of the entire Board.

ARTICLE IV

Committees

Section 4.01 Committees; Authority. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each of which shall consist of one or more directors, which committees to the extent provided in the resolution, shall have and exercise the authority of the Board of Directors of the Corporation. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated and appointed by resolution adopted by a majority of the directors present at a meeting of which a quorum is present.

The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director of any responsibility imposed upon it or him or her by law.

Section 4.02 Executive Committee. The Board of Directors may, in its discretion, by resolution adopted by a majority of the whole Board, constitute a general Executive Committee for the Board, appoint the members thereof, and specify its authority and responsibility. The Executive Committee shall consist of the officers of the Board of Trustees (Chair, Vice Chair, Treasurer and Secretary) and one representative of the following four regions: southwest, northeast, southeast, and the Caribbean/International region, provided none of the officers belong to one of the above mentioned regions. Regions may shift as membership grows. The Executive Director of HETS will serve on the Executive Committee as an ex-officio non-voting member.

The election and removal of any member of the Executive Committee will be performed in accordance to section 5.02 of the Corporation by laws.

The Executive Committee shall exercise the powers of the Board of Directors between its meetings, except that the committee shall have no power to adopt, amend or repeal the Bylaws of the corporation. The Executive Committee shall report to the Board of Directors at its next meeting. Notwithstanding any disposition to the contrary, the Committee may not exercise the powers delegated by these Bylaws or by a decision of the Board for a period of time exceeding that which corresponds to the period within which a regular meeting of the Board was to be held, and which was not held due to postponement because of lack of quorum. The notice to convene a meeting of the Board shall have the effect of suspending the powers of the Executive Committee to act until the Board meeting so convened is held.

The Executive Committee shall act by a majority of the members thereof, and any action duly taken by the Executive Committee within the course and scope of its authority shall be binding upon the Corporation. The Executive Committee may be abolished at any time by the vote of a majority of the Board of Directors then in office,

and during the course of the Executive Committee's existence, its membership may be increased or decreased and the authority and duties of the Executive Committee changed by the Board of Directors as it may deem appropriate.

Section 4.03 Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be appointed in such manner as may be designated by resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be directors of the Corporation, and the President and Chairman of the Board of the Corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interest of the Corporation shall be served by such removal.

Section 4.04 Terms of Office. Each member of a committee shall continue as such until a next annual meeting of the Board of Directors and until a successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4.05 Chairman. One member of each committee shall be appointed Chairman by the person or persons authorized to appoint the members thereof.

ARTICLE V

Officers

Section 5.01 Officers. The Board of Directors shall elect from the directors a President, a Secretary, and a Treasurer, and it may, if it so determines, elect or appoint one or more Vice Presidents, and such other officers and assistant officers as may be deemed necessary. If the Board of Directors so determines, the officers of the Corporation may be designated by such other titles as may be provided in the Articles of Incorporation or these Bylaws. Any two or more officers may be held by the same person except the offices of President and Secretary.

Section 5.02 Term of Office and Removal. Each officer shall hold office for which he or she is elected or appointed for the term of two years (not to exceed two consecutive terms) and until his or her successor has been elected or appointed and qualified. Unless otherwise provided by resolution of the Board of Directors' all officers shall be elected or appointed at the annual meeting of the Board. Any officer may be removed by the Board of Directors whenever in its judgment the best interest of the Corporation will be served thereby; provided, however, that removal of an officer shall be without prejudice to his or her contract rights, if any, and the election or appointment or an officer shall not of itself create contract rights.

- Issuance of a written statement of grounds upon which the judgment is based including a brief description of the interests of the Board which are alleged to be diminished by the officer's action or omission.
- The judgment of the Board shall be articulated with supporting evidence and agreed to by at least three-fourths of the Board Members after due consideration of the facts and circumstances.
- The officer shall be given a reasonable opportunity to respond to the allegations before a final judgment is rendered.

Section 5.03 Powers and Duties of Officers. Subject to the control of the Board of Directors, all officers as between themselves and the Corporation shall have such authority and perform such duties in the management of the property and affairs of the Corporation as may be provided in these Bylaws or by resolution of the Board and, to the extent not so provided, as generally pertain to their respective offices.

A. President and Chairman of the Board. The President and Chairman of the Board shall preside at all meetings of the Board of Directors; and in general perform all duties incident to the office of President and Chairman of the Board and such other duties as may be prescribes by the Board of Directors from time to time.

B. Vice President. In the absence of the President or in the event of his or her inability or refusal to act, a Vice President shall perform the duties of the President, and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Each Vice President shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe by standing or special resolution, or as the President may from time to time provide, subject to the powers and the supervision of the Board of Directors.

C. Executive Director. The Executive Director shall be the principal executive officer of the Corporation and shall in general supervise and control the business and affairs of the Corporation; sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation; and in general perform all duties incident to the office of Executive Director and such other duties as may be prescribes by the Board of Directors from time to time.

D. Secretary. The Secretary shall be responsible for the keeping of an accurate record of the proceedings of all meetings of the Board of Directors, shall give or cause to be given all notices in accordance with these Bylaws or as required by law, and, in general, shall perform all duties customary to the office of Secretary. The Secretary shall

have custody of the corporate seal of the Corporation, if any; and he or she shall have authority to affix the same to any instrument requiring it; and, when so affixed, it may be attested to by his or her signature. The Board of Directors may give general authority to any officer to affix the seal of the Corporation, if any, and to attest the affixing by his or her signature.

E. *Treasurer.* The Treasurer shall have the custody of, and be responsible for, all funds and securities of the Corporation. He or she shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Corporation, and shall deposit all monies and other valuable property of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Directors may designate. Whenever required by the Board of Directors, the Treasurer shall render a statement of accounts. He or she shall at all reasonable times exhibit the books and accounts to any officer or director of the Corporation, and shall perform all duties incident to the office of Treasurer, subject to the supervision of the Board, and such other duties as shall from time to time be assigned by the Board. The Treasurer shall, if required by the Board of Directors, give such bond or security for the faithful performance of his or her duties as the Board may require, for which he or she shall be reimbursed.

Section 5.04 Compensation of Officers, Agents and Employees. The Corporation will not pay compensation to officers. Officers may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as approved by a majority of the Board of Directors.

The Corporation may pay compensation in reasonable amounts to agents and employees for services rendered such amount to be fixed by the Board or if the Board delegates power to any officer or officers, then by such officer or officers.

The Board may require officers, agents or employees to give security for the faithful performance of their duties.

ARTICLE VI

Corporate Advisory Board

Section 6.01 Appointment and Number of Members of the Corporate Advisory Board. The Board of Directors may appoint a Corporate Advisory Board. The number of the members of the Advisory Board will be no less than ten and no more than twenty. The number of members may be decreased by amendment to the Bylaws. No decrease of the members of the Advisory Board shall have the effect of shortening the term of an incumbent member.

Section 6.02 Term of Members of the Corporate Advisory Board and Vacancies. The members of the Advisory Board shall hold office, at the pleasure of the Board of Directors, for a term of two year or until his or her successor is appointed by the Board of Directors. Vacancies will be filled by appointment by the Board of Directors. The person appointed to fill a vacancy shall fill the unexpired term of his or her predecessor in office. The nominating committee designated by the Board shall propose candidate members to serve on the Corporate Advisory Committee.

Section 6.03 Powers of the Corporate Advisory Board. The Advisory Board will not have any powers held by the Board of Directors, but will individually and collectively advise the Board of Directors on the operations of the corporation. The Advisory Board may advise in topics such as: identifying external funds, providing contact with key organizations to develop collaboration agreements and partnerships, proposing projects and ideas to develop new services for members. They might participate in Board meetings and special events.

Section 6.04 Removal of Member of the Corporate Advisory Board. A member of the Advisory Board may also be removed with cause at any time by action of the Board, provided that such action is taken at a meeting of the Board called expressly for that purpose. The Advisory Board member in question must be apprised, orally or in writing, of the reason for proposed removal and must be afforded a reasonable opportunity to respond to any claims against him or her. The Member in question has a right to be heard, either orally or in writing, by at least three quarters of the Board. After a fair hearing, a Member may be removed if three-quarters of the Board so vote.

Section 6.05 Resignations. Except as otherwise required by law, any member of the Advisory Board of the Corporation may resign at any time by giving written notice to the Board or to the President or to the Secretary of the Corporation. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective.

ARTICLE VII

Miscellaneous

Section 7.01 Fiscal Year. The fiscal year of the Corporation shall be from July the 1st to June 30th or such period as may be fixed by the Board of Directors.

Section 7.02 Checks, Notes and Contracts. The Board of Directors shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts or other orders for payment of money; to sign acceptances, notes or other

evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

Section 7.03 Books and Records to be Kept. The Corporation shall keep at its principal office (1) correct and complete books and records of account, and (2) minutes of the proceedings of the Board of Directors and any committee having any of the authority of the Board.

Section 7.04 Amendment of Articles and Bylaws. The Articles of Incorporation may be amended pursuant to D.C. Code Ann. § 29-536 by a majority vote of the Board of Directors then in office.

Bylaws of the Corporation may be adopted, amended or repealed by a majority of the Board of Directors.

Section 7.05 Indemnification and Insurance. Unless otherwise prohibited by law, the Corporation may indemnify any director or officer, any former director or officer, any person who may have served at its request as a director or officer of another corporation, whether for profit or not for profit, against any and all expenses and liabilities actually and necessarily incurred by him or her or imposed on him or her in connection with any claim, action, suit or proceeding (whether actual or threatened, civil, criminal, administrative or investigative, including appeals) to which he or she may be or is made a party by reason of being or having been such director or officer; subject to the limitation, however, that there shall be no indemnification in relation to matters as to which he or she shall be adjudged in such claim, action, suit or proceeding to be guilty of a criminal offense or liable to the Corporation for damages arising out of his or her own negligence or misconduct in the performance of a duty to the Corporation.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines and penalties against, and amounts paid in settlement by such director or officer. The Corporation may advance expenses to, or where appropriate may itself, at its expense, undertake the defense of, any director or officer; provided, however, that such director or officer shall undertake to repay or to reimburse such expense if it should be ultimately determined that he or she is not entitled to indemnification under this Article.

The provisions of this Article shall be applicable to claims, actions, suits or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after adoption hereof.

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which such director or officer may be entitled under any statute,

bylaw, agreement, vote of the Board of Directors or otherwise, and shall not restrict the power of the Corporation to make any indemnification permitted by law.

The Board of Directors may authorize the purchase of insurance on behalf of any director or officer against any liability asserted against or incurred by him or her which arises out of such person's status as a director or officer or out of acts taken in such capacity, whether or not the Corporation would have the power to indemnify the person against that liability under law.

In no case, however, shall the Corporation indemnify, reimburse or insure any person for any taxes imposed on such individual under Chapter 42 of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended ("the Code"). Further, if at any time the Corporation is deemed to be a private foundation within the meaning of § 509 of the Code then, during such time, no payment shall be made under this Article if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in § 4941 (d) or § 4945 (d), respectively, of the Code.

If any part of this Article shall be found in any action, suit or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

Section 7.06 Loans to Directors and Officers. No loans shall be made by the Corporation to its directors or officers.

Section 7.07 Founding Institutions. The active following member institutions constitute the Founding Institutions of the Hispanic Educational Telecommunications System herein known as the Hispanic Educational Technology Services consortium (HETS):

1. Ana G. Méndez University System (PR)
2. Borough of Manhattan Community College (CUNY)
3. **California State University – Bakersfield** **Non Active**
4. **California State University - Dominguez Hills** **Non Active**
5. Herbert H. Lehman College (CUNY)
6. Hostos Community College (CUNY)
7. Inter American University of Puerto Rico
8. John Jay College of Criminal Justice (CUNY)
9. **Miami-Dade College (FL)** **Non Active**
10. University of New Mexico (NM)
11. University of Puerto Rico
12. University of Sacred Heart (PR)
13. University of Texas at Brownsville/ Texas Southmost College (TX)
14. University of Texas Pan American (TX)

September 1993

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Amended by Board Resolution on January 17, 2002

Amended by Board's decision on January 16, 2003

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