THE HISPANIC NATIONAL BAR ASSOCIATION
LAW STUDENT DIVISION

AMENDED AND RESTATED BY-LAWS

Adopted by the HNBA Board of Governors
May 19, 2017.
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ARTICLE I

NAME & PURPOSE

Section 1. Name

The name of this division shall be LAW STUDENT DIVISION (“Division” or “LSD”). The name, insignia, or logo of the Division or the Hispanic National Bar Association (“Association” or “HNBA”) may not be used, copied or issued by anyone for any purpose except as authorized by the Vice President of Regions and Affiliates.

Section 2. Purpose

The purpose of the Division is to further the purposes of the Association. Additionally, the Division was created for the purpose of (i) stimulating the interests and participation of law students in activities of the Association; (ii) developing and conducting programs of interest and value to law students; and (iii) providing for the professional growth and development of law students.

Section 3. Status

The Division is a constituent of the Association whose Bylaws and action taken under its authority supersedes and controls these Bylaws and action taken under their authority.

Section 4. Authority

These Bylaws and action taken under their authority that is not inconsistent with the Association’s Articles of Incorporation, Bylaws, and action taken under their authority are the basis for the conduct of all business of the Division. The Division’s Officers may make rules or adopt policies and procedures that supplement these Bylaws, as long as they are consistent with these and the Association’s Bylaws. Any action by the Division that is binding on or representative of the Association, including but not limited to amendments to these Bylaws, must be approved by the Association’s Board of Governors before the action can be effective.

Section 5. Budget

The Division shall submit an annual budget request to the Association’s President-Elect and Treasurer for consideration in the proposed Annual Budget. The Division shall confine its expenditures to the budget and appropriation approved by the National Board of Governors (“National Board”) unless otherwise approved by the National Board.

Section 6. Fundraising
Subject to the approval of the Association’s Executive Committee, the Division shall receive all proceeds from its fundraising activities including, but not limited to, the sale of Law Student Division merchandise and/or memorabilia.

Section 7. Antidiscrimination

The Division shall not discriminate on the basis of ancestry, color, or race; cultural or ethnic background; economic disadvantage; ideological, philosophical, or political belief or affiliation; marital or parental status; national or regional origin; physical disability; religion, or religious or denominational affiliation; sex; sexual orientation; gender identity; color; or age. The Division shall not encourage or condone discrimination, either implicitly or explicitly, and shall actively discourage discrimination on any such basis.

ARTICLE II

MEMBERSHIP

Section 1. Membership

The membership of the Division (“Membership”) shall consist of those organizations and persons (collectively “the Members”) that meet the requirements for membership as provided by these Bylaws.

Section 2. Class of Membership

(a) Division Members. Any law student actively enrolled in any law school and not admitted to practice in the United States is eligible to become a law student member (“Division Member”) of the Association under such conditions and with such rights, privileges, and limitations as the Bylaws may provide. A Division Member may not participate in nominating or electing a member of the National Board or an officer of the Association, but may participate in other activities of the Association as authorized by the National Board. A Division Member belongs to the Region (as defined below) which he or she designates as his/her Region on his/her membership application. It shall be the duty of each Division Member to notify the Association about a change in designation.

(b) Affiliate Student Organization. Any organization having members comprised of law students is eligible to be an affiliate student organization member of the Division and, therefore, the Association (hereinafter referred to as "Affiliate
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Student Organization”) under such conditions and with such rights, privileges, and limitations as these Bylaws may provide, provided such organization exists for purposes similar to those of the Division. Members in good standing of the Affiliate Student Organization who meet the qualifications of a Division Member as defined in Article II, Section 2(a), of these Bylaws (hereinafter referred to as “Affiliate Member”) shall have the same rights and obligations as Division Members. Each Affiliate Organization shall be governed by persons eligible for membership as a Division or Affiliate Member. 

Section 3. Application for Membership and Register of Membership  

(a) Application for Membership shall be in such form and manner as prescribed by the National Board.  

(b) Each Division Member shall furnish to the Executive Director the following Member information:  

1. Residential address and telephone number;  
2. School name, address, and expected graduation year;  
3. Electronic mail address for receiving notices;  
4. Class of membership; and  
5. Such other data the National Board of Governors may require from time to time.  

(c) The Executive Director shall keep records of all of the above information of the Division Members of the Association. In addition, the Executive Director shall keep records on Membership renewal and expiration dates.  

(d) Each Division Member shall promptly advise the Executive Director of any change in the member’s place of residence, school name, address, and expected graduation year, telephone number, or electronic mail address within thirty (30) calendar days of the change. Additionally, each Division Member shall promptly advise the Executive Director of any change in their status whereby the member becomes eligible or ineligible for the Division Membership class within thirty (30) days of such change.  

Section 4. Termination and Suspension of Membership  

(a) A Division Member may resign from the Division and the Association at any time effective upon receipt of the Division Member’s written resignation at the Association’s National Office.
(b) Unless otherwise resolved by the National Board, the suspension of any Division Member from law school will result in the loss of all privileges of membership during such suspension.

ARTICLE III

OFFICERS

Section 1. Officers

The elected officers of the Division shall be the President, President-Elect, Vice-President of Membership and Programming, Vice-President of Committees, Vice-President of Communications, Secretary, and Treasurer (collectively “the Officers”).

Section 2. Terms and Election

All candidates must be Division Members in good standing. Unless otherwise stated below, all Officers shall take office upon the adjournment of the Annual Convention following their election and shall each serve for a term of one (1) year until the adjournment of the next Annual Convention.

(a) President. The President shall take office at the adjournment of the Annual Convention and serve for a period of one (1) year until the adjournment of the next Annual Convention, and is not again eligible for any position on the Division’s Board of Governors (“LSD Board” or “Board”).

(b) President-Elect. The Membership shall elect the President-Elect. The President-Elect shall take office upon the incumbent President-Elect becoming President and is not again eligible for any position on the LSD Board.

(c) Treasurer. The Membership shall elect the Treasurer.

(d) Secretary and Vice-Presidents. The Membership shall elect Division Members to serve in each of the following offices: Secretary, Vice-President of Membership and Programming, Vice-President of Committees, and Vice-President of Communications.

Section 3. Vacancies

If the office of President becomes vacant, the President-Elect shall immediately become President for the remaining portion of the unexpired term and for the next term. If the office of President-Elect becomes vacant, the LDS Board shall elect a successor at its
next meeting held after the vacancy occurs. If the office of President becomes vacant while
the office of President-Elect is vacant, or if any other elective office becomes vacant, the
LSD Board shall elect a Division Member in good standing who meets all other applicable
requirements prescribed in these Bylaws to fill the office for the unexpired term. Service
in an office for an unexpired term does not make that officer ineligible for nomination or
election to an office unless otherwise specifically provided in these Bylaws.

Section 4. Duties

(a) President. The President of the Division shall be responsible for:
   (1) Exercising general authority over the business and activities of the LSD;
   (2) Presiding over the Membership;
   (3) Serving as the Division representative to the National Board of the
       Association;
   (4) Approving all expenditures of the Division;
   (5) Serving as an ex officio member of all committees;
   (6) Overseeing the organization of events to be hosted or sponsored by the
       Division; and
   (7) Performing all duties ordinarily incident to the office and as the LSD Board
       may assign consistent with these Bylaws.

   The President does not have the power to veto any decisions properly voted upon
   by the LSD Board. He/she may elect to bring his/her dissent to the Membership. Any
   responsibilities, issues, or emergencies presented to the President that require immediate
   action or response and fall outside the scope of the duties prescribed within this Section
   must be conferred upon and approved by at least three members of the LSD Board.

   In the event of the temporary absence or incapacity of both the Division’s President
   and President-Elect, the Division’s President must assign a member of the LSD Board to
   conduct the business and activities of the Division during their absence.

(b) President-Elect. The President-Elect of the Division shall be responsible for:
   (1) Performing such duties as the Division’s President or Board may assign;
   (2) Revisiting and enhancing the Division’s long-term plan; and
   (3) Presiding at meetings in the event that the Division’s President is not
       present.

(c) Vice President of Membership and Programming. The Vice-President of
    Membership and Programming shall be responsible for:
    (1) All membership matters and benefits;
    (2) Retaining and increasing the membership of the Division;
    (3) Creating initiatives and developing and implementing programs for the
        benefit of the Membership;
    (4) Periodically reporting to the Division’s President and Board on the activities
        and initiatives relating to the Membership and the office; and
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(5) Performing such duties as the Division’s President or Board may assign.

With the advice and consent of the Division’s President, the Vice President of Membership and Programming may appoint, from time to time, no more than 5 Deputy Vice Presidents of Membership and Programming as he/she may deem necessary from among the Division Members in good standing, to assist the Vice President of Membership and Programming in the performance of his/her duties. Deputies are not members of the LSD Board. The term of the appointed Deputy shall expire no later than the term of the Vice President.

(d) **Vice President of Committees.** The Vice President of Committees shall be responsible for:

1. Appointing Committee chairpersons in conjunction with the Division’s President;
2. Serving as an *ex-officio* member with no vote – unless specifically provided otherwise – of each Committee as identified in these Bylaws or as created in accordance with these Bylaws except for the Executive Committee, Elections Committee, or Standing Committees identified in Article X;
3. Coordinating, supervising, and executing all Committee projects undertaken by the Committee chairpersons;
4. Periodically reporting to the Division’s President and the Board on the activities and initiatives relating to the Committees and the office; and
5. Performing such duties as the Division’s President or Board may assign.

(e) **Vice President of Communications.** The Vice President of Communications shall be responsible for:

1. Coordinating internal and external communication of information;
2. Publishing and circulating an electronic national newsletter four times a year in which the Division Member’s accomplishments and/or publications will be recognized; and
3. Performing such duties as the Division’s President or Board may assign.

(f) **Secretary.** The Secretary shall be responsible for:

1. Preparing, publishing and keeping the minutes of all meetings of the Membership and meetings of the LSD Board;
2. Keeping a roster of all the Division’s Officers and members of the Board;
3. Maintaining an electronic directory of Membership, including law school representatives and Chapter Affiliates, as derived from the records of the Executive Director of the Association;
4. Organizing and scheduling, under the direction of the Division’s President, all online, conference call, and other meetings;
5. Performing such duties as the Division’s President or Board may assign.

(g) **Treasurer.** The Treasurer shall be responsible for:
(1) Preparing, publishing and distributing the treasury procedure to all the Division’s Officers and Board;
(2) Reviewing all funding requests with the Division’s President;
(3) Serving as the liaison to the Association’s National Treasurer, including submitting an annual budget request for the Division;
(4) Designing and implementing national and regional fund-raising events sponsored by the Division;
(5) Periodically reporting to the LSD Board on the state of the treasury;
(6) Proposing modifications of the treasury procedures as needed;
(7) Reviewing treasury procedures with the incoming elected treasurer at the end of his/her term; and
(8) Performing such duties as the Division’s President or Board may assign.

All financial transactions require the approval of the Division’s President and Treasurer. The Division’s President and Treasurer must seek final approval from the National Treasurer.

Section 5. Removal

Any Officer or Member of the LSD Board may be removed from office for good cause by a two-thirds vote of the Board members present at a regular or special meeting. For purposes of this paragraph, “good cause” for removal shall mean incapacity to serve, malfeasance, conduct that brings discredit to the Division or the Association, or repeated failure to perform his/her duties. Notice of Intent to Remove must be provided in writing to the Officer or Member by the Executive Committee at least seven (7) calendar days before the next regular or special meeting of the Board. The Notice shall include the cause for removal and facts alleging good cause for removal. The Officer or Member shall have an opportunity to be heard and present evidence in support of why removal is not warranted. The decision by the LSD Board on whether to remove shall be final.

ARTICLE IV

EXECUTIVE COMMITTEE

Section 1. Executive Committee

The Division’s Officers shall comprise the Executive Committee.

Section 2. Powers

Between meetings of the LSD Board, the Executive Committee shall have and may exercise all the rights, powers, and authority of the LSD Board as contained in these Bylaws or as provided by applicable law, except that the Executive Committee shall have no authority under any circumstances to:
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(a) Amend these Bylaws;

(b) Consider any matter on which the LSD Board, by resolution, specifically restricted the authority of the Executive Committee; or

(c) Act on any matter which any four (4) members of the Executive Committee, by affirmative vote at an Executive Committee meeting, refer to the LSD Board prior to Executive Committee acting on that matter.

Section 3. Meetings

Regular meetings of the Executive Committee shall be held no less than two (2) times per calendar quarter at such time and place as the Division’s President shall direct by written notice of at least fifteen (15) calendar days to all the members of the Executive Committee. Special meetings of the Executive Committee may be called by the Division’s President or by at least four (4) members of the Executive Committee upon written notice of at least five (5) business days to all the members of the Executive Committee. Meetings of the Executive Committee may be attended by non-members of the Executive Committee upon the invitation of the Division’s President.

Section 4. Quorum

A majority of the Executive Committee shall constitute a quorum for the transaction of the business of the Executive Committee and the affirmative vote of a majority of those present shall be required to constitute any action by the Executive Committee.

Section 5. Action by Written Consent

Any action of the Executive Committee may be taken without a meeting if each member of the Executive Committee gives written consent to such action and such written consent is filed with the minutes of its proceedings.

Section 6. Meetings by Telephone or Electronic Communications

The Executive Committee may conduct meetings by telephone conference or similar communications equipment that enables all members of the Executive Committee participating in the meeting to hear each other at the same time. Participation in any such meeting by such means shall constitute presence in person at such meetings. The Executive Committee may vote via electronic transmission provided such votes are transmitted to all members of the Executive Committee and further provided that the matters requiring a vote are urgent and recommended for immediate action by the Division’s President or four (4) Executive Committee members.

ARTICLE V
REGIONS

Section 1. Regions

A “Region” refers to the following areas of states and territories:

REGION I Connecticut, New Hampshire, Maine, Massachusetts, Rhode Island, and Vermont;
REGION II New York;
REGION III New Jersey;
REGION IV Delaware and Pennsylvania;
REGION V District of Columbia, Maryland, Virginia, and West Virginia;
REGION VI North Carolina and South Carolina;
REGION VII Alabama, Georgia, and Mississippi;
REGION VIII Florida;
REGION IX Illinois, Indiana, Michigan, and Wisconsin;
REGION X Kentucky, Ohio, and Tennessee;
REGION XI Iowa, Minnesota, Missouri, North Dakota, and South Dakota;
REGION XII Arkansas, Louisiana, Oklahoma, and Texas;
REGION XIII Colorado, Kansas, Nebraska, and Wyoming;
REGION XIV Arizona and Nevada;
REGION XV New Mexico and Utah;
REGION XVI Alaska, Idaho, Montana, Oregon, and Washington;
REGION XVII Northern California (from the northern border of California to no further south than Fresno County, California), Hawaii, American Samoa, Guam, and Commonwealth of Northern Mariana;
REGION XVIII Southern California (from the southern border of California to no further north than Kern County, California); and
REGION XIX Commonwealth of Puerto Rico and the U.S. Virgin Islands.

Section 2. Regional Presidents

No more than two representatives (hereinafter referred to as "Regional President(s)") shall be elected from each Region as established by these Bylaws.

Section 3. Election and Terms

(a) All Division Members in good standing as of March 1st of each year shall be eligible to vote in the Regional Presidents’ election for the Region in which they reside.

(b) Each new Regional President shall take office upon the adjournment of the Annual Convention following their election and shall each serve for a term of
Section 4. Vacancies

Should the office of Regional President become vacant for a Region, the Executive Committee shall elect a Division Member in good standing who resides in the Region to fill the vacancy until the end of the unexpired term. Election to a vacant office of Regional President shall not disqualify a person from seeking election as Regional President to that region upon the expiration of the unexpired term.

Section 5. Duties

Each Regional President shall act as a liaison between the Division and the Members and Affiliate Student Organizations residing in his/her Region. The primary functions of a Regional President shall be to:

1. Serving as a liaison between the law student community of his/her region and the Regional Attorney President of the Association that serves their region;
2. Serving as the liaison between the administrators of the law schools throughout his/her region and the LSD Board;
3. Periodically report to the Division’s President-Elect on the activities and initiatives in his/her Region;
4. Actively recruit qualified persons and organizations within his/her Region to join the Association and the Division as Members;
5. Actively promote the Association and the Division in his/her Region, including actively participating in the activities of the Affiliate Organizations, student bar activities, and other bar associations in his/her Region; and
6. Perform such other duties as the Division’s President, President-Elect, or Board may from time to time direct.

Regional Presidents are not members of the Executive Committee and thus do not vote in those matters before the Executive Committee. The Regional Presidents are members of the Board and have all the rights, privileges, and responsibilities commensurate with that position.

ARTICLE VI

BOARD OF GOVERNORS

Section 1. Board Composition

The voting members of the Board of Governors of the Division shall be all the Officers and the Regional Presidents. The President shall not vote except in the event a Board vote results in a tie. No person shall hold more than one (1) office on the Board, or seek election for more than one Board position in the same election year.
Section 2. Power of the Board

The Board shall formulate policy for the Division and shall oversee the management of the Division. It may adopt rules consistent with the Bylaws. It shall elect the Treasurer of the Division. It is the final judge of any dispute arising from elections and qualifications of the Membership. It has all the powers necessary or incidental to performing these functions.

Section 3. Meetings

Regular meetings of the Board shall be held no less than two (2) times per calendar quarter at such time and place as the President shall direct by written notice of at least fifteen (15) calendar days to all the members of the Board. Special meetings may be called by the President or by at least eleven (11) members of the Board upon written notice of at least five (5) business days to all the Board members. Meetings may be attended by non-members of the Board upon the invitation of the President.

Section 4. Quorum

At meetings of the Board, the presence of eleven (11) voting members of the Board or ten (10) voting members of the Board plus the President, but no less than one-third of all voting Board members then in office, shall constitute a quorum for the transaction of any business of the Board. If fewer than the requisite number of Board members are present, the Board may adjourn from day to day until a quorum is reached.

Section 5. Board Meeting Attendance

It is the duty of each member of the Board to attend the regular and special meetings of the Board. Failure to attend a Board meeting without good cause constitutes an unexcused absence. Good cause must be established by notification to the President and approved by the Executive Committee. Any member of the Board who accumulates two (2) unexcused absences during his/her term of office shall be presumed unable to carry out the duties of office and shall be replaced in accordance with these Bylaws. The Secretary shall notify the President in writing that a vacancy exists following the second unexcused absence of any member of the Board.

Section 6. Action by Written Consent

Any action of the Board may be taken without a meeting if each member of the Board gives written consent to such action and such written consent is filed with the minutes of its proceedings.

Section 7. Meetings by Telephone or Electronic Communications
The Board may conduct meetings by telephone conference or similar communications equipment that enables all members of the Board participating in the meeting to hear each other at the same time. Participation in any such meeting by such means shall constitute presence in person at such meetings. The Board may vote via electronic transmission provided such votes are transmitted to all members of the Board and further provided that the matters requiring a vote are urgent and recommended for immediate action by the President or four (4) members of the Board.

ARTICLE VII

AFFILIATE STUDENT ORGANIZATION

Section 1. Purpose

The purpose of Affiliate Student Organizations of the Division is to provide Hispanic law students with access to a national network of contacts and resources available through the HNBA; to ensure the recruitment, academic achievement, and retention of Hispanic law students; to enhance the employment opportunities of Hispanic law students; and to cooperate with other law student organizations in furtherance of the aforementioned purpose.

Section 2. Application for Affiliate Organization Membership

The president, secretary or other officer of the applying student organization ("the Applicant") shall submit to the Division’s Regional President representing the Applicant's Region, Vice-President of Membership, and the Executive Director:

(a) a certified copy of a resolution or minutes duly adopted by the Applicant's governing body authorizing affiliation with the Division;

(b) a petition signed by the president and the secretary of the Applicant describing its organizational history and verifying active status;

(c) a listing of its officers and faculty advisor(s) with the names, contact information, and terms of office;

(d) designate a HNBA-LSD Representative; and

(e) a completed application in such form and manner as prescribed from time to time by the Board.

Section 3. Affiliation and Termination of Affiliation
The Division’s Executive Committee shall review the Applicant's application for completeness. Upon receiving a complete application, the Executive Committee shall submit the application to the Association’s Executive Director for approval.

Affiliation of an Affiliate Student Organization may be terminated by a majority vote of the Division’s Board of Governors. The Affiliate Student Organization shall receive thirty (30) calendar days’ written notice of the contemplated termination of its affiliation. Upon written request to the President (which request must be approved by the board or other governing body of such Affiliate Organization), the Affiliate Student Organization shall be entitled to be heard at the meeting of the Board of Governors at which the termination is to be considered and voted upon. Affiliate Student Organizations shall reapply for affiliation as prescribed in Section 2 above if previous affiliation was terminated and more than one year elapsed since such termination.

Section 4. Benefits

The Division’s Board of Governors may from time to time set, define, establish, or provide benefits to Affiliate Student Organizations or its members.

ARTICLE VIII

MEMBERSHIP MEETINGS

Section 1. Annual Meeting

An annual meeting of the Membership may be held at the Annual Convention.

Section 2. Special Meetings

Special meetings of the Membership may be held at such time and place as the President or a majority of the LSD Board shall direct by written notice to the Membership at least thirty (30) calendar days prior to the special meeting.

Section 3. Quorum

The Division Members in good standing that are present in person shall qualify to constitute a quorum for the transaction of business at all meetings and special meetings of the Membership.

Section 4. Voting

The affirmative vote of a majority of the votes cast by the Division Members in good standing shall be necessary for the adoption of any matter, unless a greater number is required by these Bylaws. No member shall have more than one vote. Proxy voting is prohibited except as permitted by these Bylaws.
Section 5. Attendance by the Board of Governors

It is the duty of each member of the LSD Board to attend the annual and special meetings of the Membership.

ARTICLE IX
ELECTIONS

Section 1. Eligibility

Any Division Member in good standing may be a candidate for election to the LSD Board by satisfying the qualifications provided below.

Section 2. Elections Committee

(a) A committee consisting of the President-Elect and three (3) Division Members in good standing nominated by the Board and appointed by the President, and three (3) Division Members in good standing appointed by the President shall constitute the Elections Committee. None of the Elections Committee members shall be a nominee for elective office or otherwise have a direct interest in the election of any particular candidate so as to compromise the fairness and/or the appearance of fairness of the elective process.

(b) The term of each member of the Elections Committee begins no later than March 1st of the election year and shall end when the final election results are certified by the Secretary.

(c) The Elections Committee shall be responsible for enforcing the elections procedures and ensuring that the procedures set forth in the Bylaws and by the LSD Board are followed.

Section 3. Procedure: Nomination of Candidates

(a) A Division Member seeking to be elected as an Officer or Regional President shall submit a (i) statement of interest and (ii) resume to the Elections Committee no earlier than March 1st and no later than March 15th.

(b) Only Division Members in good standing consistent with Article II of these Bylaws, as of 11:59 p.m. EDT on March 1st in the year the election is held shall be eligible for nomination as an Officer or Regional President.

Section 4. Procedure: Voting and Election of Officers and Regional Presidents
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(a) The Association shall conduct its elections via electronic ballots and all votes shall be cast electronically, as specified herein. Every Division Member in good standing must provide the Secretary with a valid e-mail address for this purpose. No proxies or written ballots shall be cast.

(b) The Secretary shall, no earlier than March 22nd and no later than April 28th, deliver or cause to be delivered the electronic election ballots in a manner approved by the LSD Board that safeguards the integrity of the votes cast, to Members in good standing in accordance with this Article. The ballots shall identify the candidates for office, shall clearly state the deadline for voting, shall describe the manner to cast vote, and shall provide such other information as the Board may direct.

(c) Any candidates who submit statements for positions and remain unchallenged upon closing, will be deemed to have won by default without the necessity of a vote.

(d) A candidate for an Officer position or Regional Presidents of the Division shall be elected upon receiving a plurality of the total votes cast by Division Members for the particular office.

(e) The results of the election shall be announced to the candidates within two (2) calendar day of receipt of the electronic results. A public announcement of the results of the election shall be made as soon as practicable after any challenges have been resolved and the deadline for challenges has expired.

Section 5. Challenges

(a) All grievances, challenges or disputes regarding the conduct of the election or qualifications of a candidate shall be submitted to the Elections Committee of the Division in writing no later than five (5) calendar days after the votes are tallied.

(b) The Election Committee shall make a decision after hearing and reviewing all the evidence at a time and place designated by the Elections Committee. The Elections Committee shall adhere to such procedures, established by the LSD Board, allowing for a fair and speedy resolution of disputes.

(c) The decision of the Elections Committee may be appealed to the LSD Board within twenty-four (24) hours of the Election Committee’s decision. Decisions of the LSD Board must be made within five (5) days.
(d) If the Elections Committee does not receive a written grievance, dispute, or challenge, in writing, within five (5) calendar days of communication of the Election results to the candidates, the Secretary shall certify the election results and the successful candidates shall be eligible to assume office at the Annual Convention.

Section 6. Changes and Resolutions

The LSD Board may from time to time adopt resolutions in order to implement the election policies and procedures set forth in these Bylaws.

Section 7. Notice and Quorum

The chairpersons of the Elections Committee and Elections Board shall provide to its members two (2) calendar days’ e-mail notice of any meetings for their respective bodies. A majority of the Elections Committee shall constitute a quorum for transacting business, and the affirmative vote of a majority of those present at the meeting shall be required to constitute valid action by the Elections Committee.

The Elections Committee cannot act unless all of its members are present. An affirmative vote of a majority of the Elections Committee shall be required to constitute valid action by the Elections Committee.

Section 8. Dates for 2017-2018 Elections

With respect to the elections for 2017-2018, all applicable dates shall be as set forth in the Association's Bylaws.

ARTICLE X

COMMITTEES

Section 1. General Duties

A committee shall carry out its recommendations to the extent and in the manner authorized by the LSD Board.

Section 2. Appointment

Unless the resolution creating the committee provides otherwise:

(a) Appointments to a committee, including the annual appointment of its chair, shall be made by the President. The President shall solely appoint Division Members in good standing.
(b) If the Division Member resigns, dies, or becomes ineligible, the President shall appoint a successor for the unexpired term.

(c) If a Division Member does not participate in the work of the committee, the President may appoint a successor for the unexpired term.

**Section 3. Term, Removal, Vacancies**

Members of committees appointed by the President will serve as committee members at the discretion of the President and may be removed at any time with or without cause by the President. The President has the power to fill vacancies in any such committee.

**ARTICLE XI: AMENDMENTS**

**Section 1. Amendments**

The Bylaws may be amended by the vote of two-thirds of the voting Board members present at any regular meeting or special meeting of the Board, provided that a quorum exists as provided in Article VI, Section 4 of these Bylaws. Further, for the purpose of amending these Bylaws, a quorum shall require the presence of the majority of the Officers and Regional Presidents of the Association. The LSD Board shall not consider amendments to the Bylaws unless the proposed amendment shall have been sent to each member of the Board at least fifteen (15) calendar days prior to the scheduled meeting. Unless otherwise provided, an amendment is effective upon the adjournment of the meeting at which it was adopted.