

THE HISPANIC NATIONAL BAR ASSOCIATION

AMENDED AND RESTATED BY-LAWS

Adopted by the HNBA Board of Governors
on March 23, 2019.

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ARTICLE I

NAME & PURPOSE

Section 1. Name

The name of the corporation shall be the HISPANIC NATIONAL BAR ASSOCIATION, INC. (“the Association” or “HNBA”). The name, insignia, or logo of the Association may not be used, copied, or issued by anyone for any purpose except as authorized by the Board of Governors. The Association is a not-for-profit corporation organized under the District of Columbia Nonprofit Corporation Act.

Section 2. Purpose

The purpose of the Association shall be to serve as the national voice for the concerns and opinions of Hispanics in the community generally and in the legal profession in particular, and to serve the public interest by cultivating the science of jurisprudence, promoting reform in law and policy, facilitating the administration of justice, fostering respect of the law, advancing the standing of the legal profession, encouraging the advancement of Hispanic law students, preserving high standards of integrity, honor, and professional courtesy within the legal community, promoting and advocating for the advancement and inclusion of Hispanics in all aspects of the study, practice, adjudication, and instruction of law, establishing a network among Hispanic lawyers, and cooperating with bar associations, other legal and non-legal organizations, nationally and internationally, in furtherance of the aforementioned purposes.

Section 3. 501(c)(6) Status

The Association shall take no action that will result in the loss of its eligibility for tax exemption under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended.

ARTICLE II

MEMBERSHIP

Section 1. Membership

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

Section 2. Classes of Membership

The Association shall have six classes of Members as follows:

(a) *Regular Members.* Any person admitted to practice law and in good standing of a bar of a state, commonwealth, territory, possession of the United States or the District of Columbia is eligible to be a member of the Association (hereinafter referred to as “Regular Member”). Regular Members in good standing shall have the right to vote, hold office, and otherwise participate in the affairs of the Association under such conditions and with such rights, privileges, and limitations as the Bylaws may provide. A Regular Member belongs to the Region (as defined below) where he or she resides. It shall be the duty of a Regular Member to notify the Association about a change in residence.

(b) *Judicial Members.* Any person meeting the following criteria shall be eligible to be a judicial member of the Association (hereinafter referred to as “Judicial Member”) under such conditions and with such rights, privileges, and limitations as the Bylaws may provide:

- (1) a judge or magistrate of the federal courts established under Article III of the Constitution of the United States of America;
- (2) a judge, magistrate, or commissioner of the courts of record of any state, commonwealth, territory or possession of the United States, or the District of Columbia;
- (3) an administrative law judge in any state, commonwealth, territory, or possession of the United States, or the District of Columbia; or
- (4) a judge, magistrate, or commissioner of any tribal court in any state, commonwealth, territory, or possession of the United States, or sovereign tribal nation.

Membership as a Judicial Member shall continue so long as the judge, magistrate, commissioner, or administrative law judge serves in active, senior, or retired status.

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

(d) *Legal Professional Member.* Any legal assistant, paralegal, administrator, or other legal professional who is not admitted to practice law and is employed or retained by a lawyer, law office, academic institution, corporate law department, governmental agency, or other entity engaged in the practice of law or providing services to those engaged

in the practice of law is eligible to become a legal professional member of the Association (hereinafter referred to as “Legal Professional Member”) under such conditions and with such rights, privileges, and limitations as the Bylaws may provide. A Legal Professional Member may not participate in nominating or electing a member of the Board of Governors or an officer of the Association, but may participate in other activities of the Association as authorized by the Board of Governors.

(e) *Foreign Attorney Member.* Any person licensed or admitted to practice law in a country other than the United States of America is eligible to become a foreign attorney member of the Association (hereinafter referred to as “Foreign Attorney Member”) under such conditions and with such rights, privileges, and limitations as the Bylaws may provide. A Foreign Attorney Member may not participate in nominating or electing a member of the Board of Governors or an officer of the Association, but may participate in other activities of the Association as authorized by the Board of Governors.

(f) *Affiliate Member.* Any organization having members comprised of attorneys, foreign attorneys, or legal professionals employed or retained by a lawyer, law office, corporate law department, governmental agency, or other entity engaged in the practice of law is eligible to be an affiliate organization member of the Association (hereinafter referred to as “Affiliate 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 Association. Members in good standing of the Affiliate Organization who meet the qualifications of a Regular Member as defined in Article II, Section 2, of these Bylaws (hereinafter referred to as “Affiliate Member”) shall have the same rights and obligations as Regular Members. Each Affiliate Organization shall be governed by persons eligible for membership as a Regular or Affiliate Member.

(g) *Special Membership.* The Board of Governors, in accordance with these Bylaws, may establish additional classes of membership from time to time and entitle the members of such classes to the benefits specified in the resolution that creates such class, including the creation of lifetime membership in the Association and corporate patron memberships.

Section 3. Application for Membership and Register of Membership

(a) Application for Membership shall be in such form and manner as prescribed by the Board of Governors from time to time and shall be accompanied by the full amount of the dues prescribed by the Board of Governors from time to time. Affiliate Organizations shall also comply with the application provisions contained in Article VII, Section 1.

(b) Each Member shall furnish to the National Office (defined as the Executive Director and staff) the following Member information:

- (1) Residential address;
- (2) Principal office address and telephone number;
- (3) Electronic mail address for receiving notices;
- (4) Date(s) of admittance if any;

- (5) Class of membership; and
- (6) Such other data the Board of Governors may require from time to time.

(c) The National Office shall maintain records of all of the above information of the Members of the Association. In addition, the National Office shall maintain records on Membership renewal and expiration dates.

(d) Each member shall promptly update his or her electronic member record with any change in the member's place of residence, principal office address, telephone number, or electronic mail address within thirty (30) calendar days of the change. Additionally, each member shall promptly advise the Executive Director of any change in their status whereby the member becomes eligible or ineligible for any of the classes of membership within thirty (30) calendar days of such change.

Section 4. Dues

(a) The Board of Governors or Executive Committee shall have the power from time to time to fix the amount of dues paid by the Members and to establish classifications for such purposes. Members who have paid their HNBA membership dues in full to the HNBA or its Affiliate, and have provided their complete and updated member information to the Executive Director, as required in Article II, Section 3(b)1-5, shall be in good standing.

(b) Written notice of non-payment of dues shall be sent by the National Office to a Member at the member's last known address by electronic or regular mail. The National Office shall strike from the Membership roll the name of any Member whose dues have not been paid by June 30 of that year. Any Regular Member or Affiliate Member not in good standing as of June 30 of any given calendar year shall not be allowed to vote in that year's election of Officers and Regional Presidents as prescribed in these Bylaws. Members required to pay HNBA dues through their state bar or Affiliate Organization, who have paid their HNBA dues as of June 30 of the calendar year, shall be allowed to vote in that year's election of Officers and Regional Presidents as prescribed by these Bylaws. By July 7 of the calendar year the National Office shall identify to the Nominations Committee a list of all Members eligible to vote in that year's election of Officers and Regional Presidents as prescribed in these Bylaws.

Section 5. Termination or Suspension of Membership

(a) A member may resign from the Association at any time effective upon receipt of the Member's written resignation to the National Office via regular mail or email.

(b) The Association may terminate a member who is in default in the payment of dues as outlined in Article II, Section 4(b) or fails to provide complete and updated member information as required by these Bylaws.

(c) A Member that is disbarred or suspended for a period longer than six (6) months from the practice of law by final order or judgment in a state, commonwealth, territory, possession of the United States, or District of Columbia ceases to be a Member of the

Association. A Member, because of misconduct, that ceases to be a member of the bar of a state, commonwealth, territory, possession of the United States, or District of Columbia also ceases to be a Member of the Association. After a hearing at which the Member is given reasonable opportunity to be present with counsel and be heard in his or her own defense, a Member may be censured, suspended, or dropped from Membership by the Board of Governors for good cause. Good cause shall mean incapacity to serve, malfeasance or conduct that brings discredit to the Association.

ARTICLE III

OFFICERS

Section 1. Officers

The elected officers of the Association shall be the President, President-Elect, Vice-President of Membership, Vice-President of Regions and Affiliates, Vice-President of External Affairs, Vice-President of Programs, Vice-President of Divisions, Sections, Committees and Task Forces, Treasurer, General Counsel, Secretary, National Finance Director, and Chief Compliance Officer (collectively, “the Officers”).

Section 2. Terms and Election

(a) *President.* The President shall take office at the adjournment of the Annual Convention and serve for a period of one (1) year or until the adjournment of the next Annual Convention, whichever is later.

(b) *President-Elect.* The Board of Governors 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 Board of Governors. A candidate for President-Elect must meet the following requirements at the time of nomination:

- (1) Be an HNBA member in good standing;
- (2) Served in more than one role on the HNBA Board of Governors and served on the HNBA Board of Governors for no less than three (3) of the past five (5) years prior to being sworn in as President-elect. For the avoidance of doubt, each year commences at the first board meeting following the adjournment of the Annual Convention and ends at the adjournment of the following year’s Annual Convention.
- (3) Be admitted to practice law and be in good standing with the bar of a state, commonwealth, territory, or possession of the United States or the District of Columbia for a minimum of ten (10) years; and
- (4) Meet the criteria set forth by these Bylaws to hold the office of President-Elect by the Nominations Committee.

If there are no candidates who meet the qualifications for President-Elect as set forth herein, the Executive Committee shall direct the Nominations Committee to prepare a roster of candidates for its consideration as set forth in Article XI.

(c) *Treasurer.* In a regular meeting preceding the Annual Convention, the Board of Governors shall elect a Regular Member or Legal Professional Member in good standing to serve as Treasurer for a term of two years to take office upon the adjournment of the next Annual Convention. Upon the expiration of his or her original term, the Treasurer may seek re-election and serve an additional two-year term, if elected, but is not again eligible to serve as Treasurer.

(d) *Secretary and Vice-Presidents.* Regular Members shall elect Regular Members in good standing to serve in each of the following offices: Secretary, Vice-President of Membership, Vice-President of Regions and Affiliates, Vice-President of External Affairs, Vice-President of Programs, and Vice-President of Divisions, Sections, Committees, and Task Forces. A candidate who is not currently serving or has not previously served as a Secretary or Vice-President must have been a member in good standing in the HNBA for no less than three (3) of the past five (5) years immediately preceding election. All candidates must also have been admitted to practice law and in good standing at the bar of a state, commonwealth, territory, or possession of the United States or the District of Columbia for a minimum of five (5) years as of the time of his or her nomination. These officers shall take office upon the adjournment of the Annual Convention following their election and shall each serve for a term until the adjournment of the next Annual Convention. The Secretary, Vice-President of Membership, Vice-President of Regions and Affiliates, Vice-President of External Affairs, Vice-President of Programs, and Vice-President of Divisions, Sections, Committees, and Task Forces shall each be eligible to serve in his or her respective office for a maximum of two (2) terms after which each is ineligible to serve in the same office, but may seek nomination and election to another office.

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 Board of Governors 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 Board of Governors shall elect a Regular or Affiliate 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 specifically provided otherwise in these Bylaws.

Section 4. Duties

(a) *President.* The President shall be the chief executive officer of the Association and is the principal spokesperson of the Association. The President shall preside over all meetings of the Board of Governors, the Membership, and the Executive Committee.

Unless otherwise provided, the President shall appoint the chair and members of each Association Committee, shall appoint the chair of each Section and shall appoint the Association's official liaisons to other national and international bars and similar organizations. The President shall perform all duties ordinarily incident to the office and as the Board of Governors may assign consistent with these Bylaws.

(b) *President-Elect.* The President-Elect shall perform such duties as the President or Board of Governors may assign. The President-Elect shall be responsible for revisiting and enhancing the Association's long-term plan. The President-Elect shall perform the duties of the President during the President's absence or inability to act.

(c) *Vice-President of Membership.* The Vice-President of Membership shall be responsible for all membership matters and benefits, shall periodically report to the President and the Board of Governors on the activities and initiatives relating to the Membership and the office, and shall perform such other duties as the President or the Board of Governors may from time to time direct.

(d) *Vice-President of Regions and Affiliates.* The Vice-President of Regions and Affiliates shall oversee the Regions including communications with the Regional Presidents and Affiliate Organizations, increasing Region activities, and having regularly scheduled meetings with Regional Presidents and Affiliate Organization Representatives to further advance the purposes of the Association. The Vice-President of Regions and Affiliates shall ensure that all Regional Presidents and Affiliate Members file quarterly activity reports with the Board of Governors. The Vice-President of Regions and Affiliates shall also periodically report to the President and the Board of Governors on the activities and initiatives relating to the Regions and Affiliates and the office and shall perform such duties as the President or the Board of Governors may from time to time direct.

(e) *Vice-President of External Affairs.* The Vice-President of External Affairs shall act as the Association's liaison with non-affiliated groups and organizations, including creating initiatives and developing programs with these organizations to benefit the Membership. The Vice-President of External Affairs shall periodically report to the President and the Board of Governors on the activities and initiatives relating to these organizations and of the office and shall perform such other duties as the President or the Board of Governors may from time to time direct.

(f) *Vice-President of Programs.* The Vice-President of Programs shall be responsible for developing and implementing programs for the benefit of the Membership. The Vice-President of Programs shall periodically report to the President and the Board of Governors on the initiatives and programs of the Association and of the office, and shall perform such other duties as the President or the Board of Governors may from time to time direct.

(g) *Vice-President of Divisions, Sections, Committees, and Task Forces.* The Vice-President of Divisions, Sections, Committees, and Task Forces shall be an *ex-officio* member with no vote (unless specifically provided otherwise) of each Division, Section, Committee and Task Force as identified in these Bylaws or as created in accordance with

these Bylaws except for the Executive Committee, Nominations Committee, Elections Board, or Standing Committees identified in Article XIII, Section 5. The Vice-President of Divisions, Sections, Committees, and Task Forces shall act as the Board of Governors liaison with all Division, Section, Committee, and Task Force chairpersons, shall periodically report to the President and the Board of Governors on the activities and initiatives of the Divisions, Sections, Committee and Task Forces and of the office, and shall perform such other duties as the President or the Board of Governors may from time to time direct.

(h) Secretary. The Secretary shall prepare, publish, and keep the minutes of all meetings of the Membership and all meetings of the Board of Governors, shall keep the roster of all Officers and members of the Board of Governors, shall certify official copies of such minutes and these Bylaws, shall cause to send notices of all meetings of Board of Governors and the Membership, and shall perform such other duties as the President or the Board of Governors may from time to time direct.

(i) Treasurer. The Treasurer shall supervise the safekeeping of the funds and investments of the Association, and shall report periodically on the financial condition of the Association to the Board of Governors. Together with the President-Elect and the Executive Director, the Treasurer shall submit an annual budget (“the Annual Budget”) to the Board of Governors at the Board meeting held in conjunction with the Annual Convention. The Annual Budget must be presented and voted upon no later than the first day of the fiscal year for which the Annual Budget is proposed. The Treasurer shall also be responsible for the following:

- (1) assist with the maintenance of the Association’s financial records;
- (2) assist with and ensure the proper accounting, and reporting on, all incoming revenue and expenses of the Association;
- (3) assist with, as needed, and ensure the preparation and filing of the Association’s tax returns;
- (4) assist with, as needed, and ensure that the Association’s finances undergo an annual audit each year performed by a properly licensed and independent auditor;
- (5) review the annual audit and its findings and recommendations, and ensuring that same are properly reported to the Association’s Board of Governors;
- (6) ensure that any recommended or required corrective actions included in the annual audit are properly addressed and/or remedied;
- (7) propose, as needed, financial accounting and economic policies, procedures, and protocols for adoption by the Board of Governors; and
- (8) perform such other duties as the President or Board of Governors may

from time to time direct.

(j) **Deputies.** With the advice and consent of the President, the Secretary, Vice-President of Membership, Vice-President of Regions and Affiliates, Vice-President of External Affairs, Vice-President of Programs, and Vice-President of Divisions, Sections, Committees, and Task Forces may each appoint, from time to time, no more than 5 Deputies as he or she may deem necessary from among the Regular or Affiliate Members in good standing, to assist it in the performance of his or her duties. In the event that the Secretary, Treasurer or Vice-President is not present at any regular or special meeting of the Board of Governors or the Executive Committee, that executive member's designated Deputy may vote and act at such meetings in the place and stead of that member in any manner and with such power as that member may have under these Bylaws. Deputies are not members of the Board of Governors. The term of the appointed Deputy shall expire no later than the term of the respective executive committee member her or she is serving. In the event that the Secretary or Treasurer fails to appoint a Deputy within forty-five (45) calendar days after assuming office, then the President shall appoint a Deputy. The Deputy shall perform such duties as the Secretary or Treasurer may from time to time delegate and shall perform such other duties as the President or the Board of Governors may from time to time direct.

Section 5. Removal

Any Officer or Member of the Board of Governors of the Association may be removed from office for good cause by a two-thirds vote of the Board of Governors present at a regular or special meeting of the Board of Governors. For the purpose of this paragraph, "good cause" for removal shall mean incapacity to serve, malfeasance, conduct that brings discredit to the Association, or repeated failure to perform his or 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 Board of Governors on whether to remove shall be final.

Section 6. Political Activity

(a) The President and President-Elect, during such officer's term of office, shall refrain from activity that may be construed as the Association endorsing or publicly supporting any candidate for political office except that such officer may do so when specifically authorized or instructed by the Board of Governors on a matter relating to the function or purposes of the Association. The restriction applies fully to prohibit (i) the use of the officer's name; (ii) the contribution of funds; or (iii) active participation or support to any degree. Further, the President and President-Elect, during such officer's term of office, shall refrain from activity that may be construed as the Association taking a side publicly on any issue being submitted to the voters or pending before a legislature, except that such officer may act when specifically authorized or instructed by the Board of Governors on a matter relating to the function or purposes of the Association, or matters which reasonably flow therefrom.

(b) Use of Association's letterhead shall be limited to official business of the Association and specifically shall not be used in connection with any political campaign or to support or oppose any public issue unless the Board of Governors or the Executive Committee has taken a position on the issue, to support or oppose any public candidate, or for personal or charitable purposes.

(c) The President or a member of the Executive Committee designated by the President shall express the policy of the Association as determined by the Board of Governors. No other member or employee of the Association may represent the Association or a section or committee before a legislative body, court, or governmental agency or official, unless specifically authorized by the Executive Committee or Board of Governors.

Section 7. General Counsel

The President shall appoint the General Counsel at the beginning of his or her term but in no event later than fifteen (15) calendar days after assuming office, and such appointment shall expire at the expiration of the President's term. The General Counsel shall represent the Association, shall attend to all legal matters of the Association, and shall perform such other duties as the President or the Board of Governors may from time to time direct, including representation of the Association before all courts wherein the Association is a party, *amicus curiae*, or intervenes. Only the Board of Governors or the Executive Committee shall authorize the General Counsel to enter suit or participate in a case or controversy before a federal or state court or administrative agency on behalf of the Association. The General Counsel shall periodically report to the President and the Board of Governors on all matters pertaining to the office of General Counsel. With the advice and consent of the President, the General Counsel shall appoint, from time to time, one or more Deputy General Counsels as he or she may deem necessary from among the Regular Members in good standing to carry out his or her duties. Each Deputy General Counsel shall perform such duties as the General Counsel may delegate and shall perform such other duties as the President or the Board of Governors may from time to time direct. Deputies are not members of the Board of Governors. In the event that the General Counsel or any Deputy General Counsel is not present at any regular or special meeting of the Board of Governors or the Executive Committee, the President, in his or her sole discretion, may appoint board member present at such meetings, to vote and act at such meetings in the place and stead of the General Counsel in any manner and with such power as the General Counsel may have under these Bylaws until the conclusion of the meeting. The terms of the appointed Deputies shall expire no later than the term of the General Counsel.

Section 8. National Finance Director

The President shall appoint the National Finance Director at the beginning of his or her term but in no event later than thirty (30) calendar days after assuming office and such appointment shall expire at the expiration of the President's term. The National Finance Director is an Officer. With the advice and consent of the President, the National Finance Director may appoint, from time to time, one or more Deputy National Finance Directors as he or she may deem necessary from among the Regular Members in good

standing, to assist the National Finance Director in the performance of his or her duties. Deputies are not members of the Board of Governors. The term of the appointed Deputy shall expire no later than the term of the National Finance Director.

Section 9: Chief Compliance Officer

The Board of Governors, based on the nomination of one or more candidates for the position, shall appoint a Chief Compliance Officer (CCO) at the Board of Governors meeting held in conjunction with the Annual Convention or no later than thirty days thereafter. The CCO shall be appointed for a one-year term that expires at the expiration of the President's term, which may be renewed for one or more additional one-year terms as determined by the Board of Governors.

The CCO shall be an independent officer, with professional or expert competence, who merits confidence. As an Officer, the CCO shall be a non-voting member of the Executive Committee and an observing member of the Board of Governors.

The CCO is authorized to implement all necessary actions to safeguard the continuation of an effective integrity compliance program. As such, the powers of the CCO include:

- (1) Work independently to monitor the HNBA's compliance program and related issues, including but not limited to record keeping, audit, or reporting requirements to any regulatory body.
- (2) Determine whether the compliance conditions and remedial actions related to the investigations of allegations of misconduct or corruption, and/or others are met.
- (3) Determine whether the compliance conditions established by the HNBA Bylaws, the HNBA's policies and procedures, the Board of Governors, or the Executive Committee have been satisfied.
- (4) Receive reports or complaints and investigate allegations of misconduct or corruption within the HNBA including, without limitation, allegations of misconduct or corruption involving HNBA's external stakeholders, and pursue actions related to same through sharing investigative findings, advice, prevention, and outreach efforts.

When the CCO substantiates a complaint, the CCO will provide a Final Investigation Report (FIR). The CCO may produce a FIR even if there is no reasonably sufficient evidence to substantiate a complaint or remedial action. The CCO will submit the FIR to the Board of Governors, or the Executive Committee between meetings of the Board of Governors, for comment before the FIR is finalized and provided to the HNBA President.

ARTICLE IV

EXECUTIVE COMMITTEE

Section 1. Executive Committee

The Officers and General Counsel shall comprise the Executive Committee.

Section 2. Powers

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

(a) amend these Bylaws or the Associations Articles of Incorporation;

(b) consider any matter on which the Board of Governors 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 Board of Governors 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 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 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 President.

Section 4. Executive Session

The Executive Committee may meet in or go into executive session at the discretion of the President or upon affirmative vote of four (4) or more members of the Executive Committee present, with no persons present except the members of the Executive Committee and such others as the President or Executive Committee may authorize, when the matters under consideration or discussion involve discipline, litigation, personnel, finances, or other topic where the preservation of confidentiality is desirable or where public discussion might result in the violation of individual rights or in unwarranted or unjustified private or personal harm. The purpose of the meeting must be announced in the agenda or if added to the agenda, prior to meeting in executive session.

Section 5. 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 6. 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 7. Meetings by Telephone and 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 to the Secretary who shall provide final vote counts to the President, and further provided that the matters requiring a vote are urgent and recommended for immediate action by the 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

A representative (hereinafter referred to as “Regional President”) shall be elected from each Region as established by these Bylaws.

Section 3. Election and Terms

(a) All Regular Members in good standing as of June 30 of each year shall be eligible to vote in the Regional Presidents’ election for the Region in which they reside subject to the election schedule set forth below in subsection (b).

(b) A Regular Member in good standing shall be eligible to serve as Regional President for the Region in which he or she resides. Election of the Regional President for each Region shall be held every two (2) years as follows:

Regions I, III, V, VII, IX, XI, XIII, XV, XVII, and XIX - 2009 and every two years thereafter;

Regions II, IV, VI, VIII, X, XII, XIV, XVI, and XVIII - 2008 and every two years thereafter. Before 2009, a Regional President in these Regions shall serve a one-year term beginning at the adjournment of the Annual Convention in 2008 and will be eligible to serve an additional two-year term upon election.

Except as provided above, each new Regional President shall take office at the adjournment of the next Annual Convention following such election, shall hold office for a term of two (2) years thereafter, and shall not be eligible to serve as Regional President for more than two terms for any Region.

Section 4. Vacancies

Should the office of Regional President become vacant for a Region, the Executive Committee shall elect a Regular 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 of Regional Presidents

Each Regional President shall act as a liaison between the Association and the Regular Members and Affiliate Members residing in his or her Region. The primary functions of a Regional President shall be to:

- (a) Conduct and assist with fundraising activities in his or her Region;
- (b) Actively promote the Association in his or her Region, including actively participating in the activities of the Affiliate Organizations, student bar activities and other bar associations in his or her Region;
- (c) Actively recruit qualified persons and organizations within his or her Region to join the Association as Members;
- (d) Periodically report to the Vice-President of Regions and Affiliates on the activities and initiatives in his or her Region; and
- (e) Perform such other duties as the President, and the Vice-President of Regions and Affiliates, or the Board of Governors may from time to time direct.

Each Regional President shall appoint from time to time one (1) or more Deputy Regional Presidents from among the Regular Members in good standing in his or her Region as he or she deems necessary to carry out his or her duties. In the event any Regional President fails to appoint at least one such Deputy Regional President within forty-five (45) days after assuming office, then the President, with the advice of and after consultation with the Vice-President of Regions and Affiliates, shall appoint such Deputy Regional Presidents in such Regions as he or she, in his or her discretion deems necessary. The names of all Deputy Regional Presidents must be provided to the President, Secretary and Executive Director of the Association immediately upon appointment.

Each Deputy Regional President shall perform such duties as the Regional President may delegate and shall perform such other duties as the Vice-President of Regions and Affiliates, President, or the Board of Governors may from time to time direct. In the event that the Regional President is not present at any regular or special meeting of the Board of Governors, the Regional President in his or her sole discretion, may appoint any Deputy Regional President from such Region present at such meetings to vote and act at such meetings in the place and stead of such absent Regional President in any way and with such power as such Regional President may have under these Bylaws. The Regional President shall give written notice of said appointment to the Secretary of the Association. Deputies are not members of the Board of Governors. The term of the appointed Deputy shall expire no later than the term of the Regional President.

ARTICLE VI

BOARD OF GOVERNORS

Section 1. Board Composition

The voting members of the Board of Governors of the Association shall be all the Officers, with the exception of the Chief Compliance Officer, the General Counsel, the Regional Presidents, the Immediate Past-President, the Judicial Council Chair, the National Finance Director, Affiliate Organization Representatives, Young Lawyer Division President, Law Student Division President, the Latina Commission Chair or Co-Chair, Corporate Counsel Division Chair, and the Lesbian, Gay, Bisexual and Transgender Law Division Chair (collectively, “the Board”). The Latina Commission, however, shall have only one (1) vote as part of the Board of Governors. 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 is the ultimate governing body of the Association. It shall formulate policy for the Association and shall oversee the management of the Association. It may adopt rules consistent with the Bylaws. It shall elect the Treasurer of the Association upon the President’s nomination and the Chief Compliance Officer of the Association upon any recommendation for candidates for the position. Except as otherwise provide herein, 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. Eligibility and Commencement of Term

To be eligible for election or appointment to the Board as a Regional President, Officer, General Counsel, National Finance Director, and the Chief Compliance Officer, a person must be a Regular or Affiliate Member in good standing and must have been elected or appointed as provided in these Bylaws. To be eligible for membership on the Board as Judicial Council Chair, a person must be a Judicial Member in good standing and designated by the members of the Association’s Judicial Council to act as the Judicial Council Chair as provided in these Bylaws. To be eligible for membership on the Board as a Law Student Division President, a person must be a Law Student Member and elected by the members of the Law Student Division as provided in these Bylaws. To be eligible for membership on the Board as a Young Lawyers Division President, a person must be a Young Lawyer Division Member and elected by the members of Young Lawyers Division as provided by these Bylaws. To be eligible for membership on the Board as an Affiliate Organization Representative, a person must (i) be a Regular or Affiliate Member in good standing; and (ii) have been designated to act as the Affiliate Organization Representative by the Affiliate Organization in good standing. To be eligible for membership on the Board as the Latina Commission Chair or Co-Chair, a person must (i) be a Regular or Affiliate Member in good standing; and (ii) have been

duly appointed to their respective positions on the Latina Commission. To be eligible for membership on the Board as the Lesbian, Gay, Bisexual and Transgender Law Division Chair, a person must be a Lesbian, Gay, Bisexual and Transgender Law Division Member and elected by the members of the Lesbian, Gay, Bisexual and Transgender Law Division as provided in these Bylaws. To be eligible for membership on the Board as the Corporate Counsel Division Chair, a person must be a Corporate Counsel Division Member and elected by the members of the Corporate Counsel Division. The term of each new member of the Board shall commence at the adjournment of the Association's Annual Convention following the election or appointment of the new Board member.

Section 4. Meetings of the Board

Regular meetings of the Board shall be held no less than four (4) times during the President's term at such time and place the President shall direct by written notice of at least thirty (30) calendar days to the members of the Board. Special meetings of the Board may be called by the President upon written notice of at least five (5) business days to the members of the Board, or by any eleven (11) members of the Board upon written notice of at least five (5) business days to the President and the other members of the Board, and may be held at such time and place as stated in the notice thereof. Emergency meetings of the Board may be called upon a majority vote of the Executive Committee upon appropriate advance notice. The President is to be notified by written notice of at least forty-five (45) calendar days in advance of any regular meeting of all matters that require a Board vote so that such matters may be placed on the agenda for the meeting. The President or a majority vote of the Board of Governors present, prior to or at the meeting may waive the forty-five-day period. Non-members of the Board who are Members of the Association may attend meetings of the Board. Non-members of the Association can only attend meetings of the Board upon the invitation of the President.

Section 5. Executive Session

The Board may meet in or go into executive session at the discretion of the President or a majority vote of the Board of Governors present, with no persons present except the members of the Board, and such others as the Board may authorize, when the matters under consideration or discussion involve discipline, litigation, personnel, the Association's finances, or other topic where the preservation of confidentiality is desirable or where public discussion might result in the violation of individual rights or in unwarranted or unjustified private or personal harm. The President shall publicly announce the purpose for meeting in Executive Session.

Section 6. Appropriations and Expenses

(a) Appropriations of Association funds and authorization for payment of expenses shall be made by the Board through the adoption of the Annual Budget.

(b) Special appropriations of Association funds and authorization for payment of such expenses shall be made by the Executive Committee.

(c) Requests for payment shall be in such form and supported by such documentation as the Board shall from time to time prescribe.

(d) The financial obligation of the Association to any division, committee, section or Region shall be limited to the amount budgeted for it and shall cease upon payment of that amount unless the Board authorizes otherwise.

(e) Any liability incurred by any division, committee, section, Region, or by Members thereof in excess of the funds budgeted, shall be the personal liability of the person or persons responsible for incurring or authorizing the same.

(f) Any liability incurred by any division, committee, section, Region, or by Members thereof not in accordance with the policies of the Board or in conflict with any part of these Bylaws, shall be the personal liability of the person or persons responsible for incurring or authorizing the same.

Section 7. 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 8. Presumption of Assent

A voting member of the Board who is present at a meeting of the Board at which action on any matter is taken shall be presumed to have assented to the action taken (i) unless his or her dissent shall be entered in the minutes of the meeting, (ii) unless he or she files his or her written dissent to such action with the Secretary or Deputy Secretary before adjournment thereof, or (iii) unless he or she forwards such dissent by registered mail to the Secretary within five (5) business days of the meeting being adjourned. Such right to dissent shall not apply to a voting member of the Board that voted in favor of such action.

Section 9. Board Meeting Attendance

It is the duty of each Board Member to attend the regular and special meetings of the Board. Attendance shall be in person when feasible. Failure to attend a regularly-set Board meeting without good cause constitutes an unexcused absence. Any Board Member on the Executive Committee, appointed Board Member, or Regional President who accumulates two (2) unexcused absences during his or her Board term shall be presumed unable to carry out the duties of office and may be replaced in accordance with these Bylaws. For an absence to be “excused” the Board Member must notify the President and Secretary by email at least one week prior to the Board meeting, unless prevented by exigent circumstances, and further submit an appropriate Board report to the Secretary prior to the meeting.

Section 10. Board Action by Written Consent

The Board may take any action without a meeting if a written consent to such action is given by all voting members of the Board. The Secretary must record as Board minutes the action taken and the written consent of all voting members within five (5) business days.

Section 11. Board Meeting by Telephone

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 a meeting of the Board by such means shall constitute presence in person at such meetings. The Secretary or Deputy Secretary shall maintain a written record of all action taken at such meetings.

ARTICLE VII

AFFILIATE ORGANIZATION

Section 1. Application for Affiliate Organization Membership

The president, secretary or other officer of the applying organization (“the Applicant”) shall submit to the appropriate Regional President representing the Applicant’s Region, Vice-President of Membership, and the Executive Director (i) a certified copy of a resolution or minutes duly adopted by the Applicant’s governing body authorizing affiliation with the Association; (ii) a petition signed by the president and the secretary of the Applicant describing its organizational history; (iii) a listing of its officers and directors with the names, addresses, and terms of office; (iv) a completed application in such form and manner as prescribed from time to time by the Board of Governors; and (v) full amount of the dues prescribed from time to time by the Board of Governors.

Section 2. Affiliation and Termination of Affiliation

The Executive Director shall review the Applicant’s application for completeness. Upon receiving a complete application, the Executive Director shall submit the application to the Board of Governors or Executive Committee for approval.

Affiliation of an Affiliate Organization may be terminated by a majority vote of the Board of Governors. If the termination is for any reason other than the failure to pay dues, the Affiliate 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 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. The termination of affiliation for failure to pay dues shall occur automatically if the Affiliate Organization does not make the required payment when the dues become

due and payable. Affiliate Organization dues are deemed to have been paid if the Affiliate Organization can provide proof to the Executive Director or his or her staff designee, or Vice-President of Membership that the required payment was made in good faith but payment failed to be received by the Association through no fault of the Affiliate Organization. Affiliate Organizations shall reapply for affiliation as prescribed in Section 1 above if previous affiliation was terminated for failure to pay dues and more than one year elapsed since such termination.

Section 3. Benefits

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

Section 4. Board of Governors Representation

Each Affiliate Organization shall designate one of its members to be its primary representative on the Board of Governors (“the Affiliate Organization Representative”). The Affiliate Organization may also designate up to two (2) alternate Affiliate Organization Representatives. In the event that the primary representative is not present at any regular or special meeting of the Board of Governors, an alternate may vote and act at such meetings in the place and stead of the primary in any manner and with such power as the primary may have under these Bylaws. The primary representative must give written notice to the Secretary of the alternate designated to act in the primary’s place.

ARTICLE VIII

ANNUAL CONVENTION & CORPORATE COUNSEL CONFERENCE

Section 1. Conventions and Conferences

The Association’s Annual Conventions and Corporate Counsel Conferences are important events that are designed to further the Association’s mission. Accordingly, the Association shall host an Annual Convention and a Corporate Counsel Conference every year. With respect to the Annual Convention, it shall be held no earlier than August 15 and no later than October 15 at a location chosen by the Board of Governors (referred to as “the Annual Convention”). With respect to the Corporate Counsel Conference, it shall be held no earlier than February 15 and no later than April 15 at a location chosen by the Board of Governors (referred to as “the Annual Corporate Counsel Conference”).

Section 2. National Leadership Team

In order to ensure the quality, consistency and financial success of the Annual Conference and Corporate Counsel Conference, the Association shall establish a National Leadership Team to help plan, organize, and execute each Convention and Conference. The National Leadership team for each Convention/Conference shall consist of: (i) the Association’s President (who shall serve as Honorary Convention co-chair); (ii) the president of an Affiliate Organization of the city and/or state in which the

Convention/Conference is being held, if one exists and chooses to participate, or a Member who resides in the city and/or state in which the Convention/Conference is held, in either case, to be appointed by the President; (iii) the Regional President of the region in which the Convention/Conference is being held; (iv) three Regular Members from jurisdictions outside of the Region in which the Convention is being held to be appointed by the President; and (v) the HNBA National Finance Director together with the staff of the Association's National Office (collectively the "National Leadership Team"). The President shall designate a member of the National Leadership Team as the Honorary Co-Chair. The National Leadership Team shall be responsible for establishing the vision and scope of the Convention, developing a Convention budget, and coordinating all Convention planning and implementation efforts, including the work of all Convention subcommittees. The National Leadership Team shall periodically report to the Board of Governors on all matters pertaining to the Annual Convention and Corporate Counsel Conference at each Board of Governors meeting and as requested by President or the Executive Committee. The National Leadership Team shall make a final Annual Convention detailed report to the Board of Governors at the earlier of (i) ninety (90) calendar days following the Annual Convention or Corporate Counsel Conference, or (ii) the Board of Governors meeting following the Annual Convention or Corporate Counsel Conference.

Section 3. Convention and Conference Budgets.

The President, President-Elect, Treasurer, National Finance Director, and Executive Director shall be responsible for preparing an Annual Convention Budget and Corporate Counsel Conference Budget within the annual budget approved each year by the Board. The National Office, Treasurer, and President shall be authorized to make the expenditures contemplated by the Convention and Conference Budgets. If, at any point, Convention or Conference revenues are not expected to exceed budgeted costs, it shall be immediately be reported to the Executive Committee along with a plan for reduction of costs to ensure that the Association's Convention and Conference revenues exceed Convention and Conference costs.

ARTICLE IX

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 Board of Governors shall direct by written notice to the Membership at least thirty (30) calendar days prior to the special meeting.

Section 3. Quorum

The Regular Members and Affiliate 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 Regular Members and Affiliate 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 Board of Governors to attend the annual and special meetings of the Membership.

ARTICLE X

EXECUTIVE DIRECTOR

Section 1. Appointment of the Executive Director

The Board of Governors may appoint an executive director (“the Executive Director”) to serve at the pleasure of the Board of Governors.

Section 2. Duties

The Executive Director shall be the chief operating officer of the Association and, subject to the direction of the President and Board of Governors, shall manage and oversee the Association in a manner consistent with the policies established by the Board of Governors. The Executive Director shall not be a member of the Board of Governors but shall attend the meetings of the Board of Governors, the Membership, and the Executive Committee. The Executive Director shall submit regular reports to the Board of Governors on the operations of the Association. The Executive Director shall prepare an annual written report pertaining to the operations of the Association to the Board of Governors and such annual report shall be presented to the Board of Governors at the meeting of the Board of Governors following the adjournment of the Annual Convention. The Executive Director shall receive and keep as the property of the Association all documents, papers, addresses, minutes, and reports to the Board of Governors related to the administration of the Association.

Section 3. Compensation and Terms of Employment

The Executive Committee, in consultation with the Human Resources committee and other relevant resources, shall determine the Executive Director’s

compensation, establish terms of employment and take necessary employment actions in accordance with the procedures established by the Board of Governors. If the change in compensation is an increase or decrease of more than 10%, then the Executive Committee shall seek the approval of the Board of Governors. The Human Resources Committee will conduct an annual performance review of the Executive Director and provide a report to the Board of Governors at one of its regularly scheduled meetings.

ARTICLE XI

ELECTIONS

Section 1. Nominations

Nominations for Regional Presidents and Officers of the Association may be made only as provided in this Article.

Section 2. Nominations Committee

(a) The Nominations Committee will consist of the President, the President-Elect, the Immediate Past-President and four, six, or eight Regular or Affiliate Members in good standing nominated by the President and confirmed by the Executive Committee, none of which shall be a nominee for elective office. The General Counsel shall sit as an ex officio non-voting member except in the case of conflict in which case the General Counsel shall recuse, appointing a Deputy General Counsel.

(b) The term of each member of the Nominating Committee begins no later than on May 1 and shall end when the final election results are certified by the Secretary.

(c) The Nominations Committee shall be responsible for confirming the eligibility of any candidate who meets the qualifications stated in these Bylaws and who is properly and timely nominated under this Article. The Committee also shall nominate three members to the Elections Board.

Section 3. Elections Board

(a) A board consisting of the General Counsel and three Regular or Affiliate Members in good standing nominated by the Nominations Committee and appointed by the President, and three Regular Members or Affiliate Members in good standing appointed by the President shall constitute the Elections Board. None of the Elections Board 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 or the appearance of fairness of the election process. The Regular Members and Affiliate Members on the Elections Board shall not concurrently serve on the Nominations Committee. The General Counsel shall serve as the chairperson of the Elections Board. If the General Counsel is a nominee for elective office, then the President shall appoint an additional Regular or Affiliate Member to serve as Chairperson.

(b) The term of each member of the Elections Board begins no later than May 15 and shall end when the final election results are certified by the Secretary.

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

Section 4. Procedure: Nomination of Candidates

(a) The Nominations Committee, in its discretion may, by majority vote, deem a candidate ineligible to run for office, and shall report eligible candidates to the Elections Board so that the nominated candidates can be included on the elections ballot. Any determination by the Nominations Committee that a candidate is ineligible shall be promptly communicated to the candidate with a short and plain explanation of the Committee's reasons. Any such decision of the Nominations Committee is appealable to the Elections Board, in writing, within three days from the date the candidate is notified of the Nominations Committee's decision. The decision of the Elections Board on candidate eligibility is not appealable.

(b) Candidates for Officer and Regional Presidents will be eligible for vetting and approval by the Nominations Committee only after submitting to the Committee a Self-Nomination Form containing a statement setting forth the position for which the candidate intends to run, a statement of qualifications for the office sought and a completed questionnaire as instructed in this Article (the "Self-Nomination"). The Committee shall by majority vote approve the members who meet all requirements for the office to which they are self-nominated and nominate members to offices for which there are no self-nominations.

(c) In addition to the eligibility criteria set forth above for Officers of the Association in Article III, the Nominations Committee shall also consider at least the following for any candidate seeking to run for the position of President-Elect: (i) service to the Association, (ii) proven leadership qualities, (iii) availability and flexibility to travel on behalf of the Association in furtherance of the Association's business, (iv) the ability to serve as the Association's principal spokesperson, particularly at times of crisis or controversy, (v) fundraising experience and proposed fundraising strategy, (vi) demonstrated management experience, (vii) ability to advance the Association's mission, (viii) willingness to promote the advancement of the legal profession, and (ix) commitment to diversity and inclusion within the Association's leadership.

(d) If there are no candidates who meet the eligibility for election as President-Elect, the Nominations Committee shall conduct a search and prepare a roster of potential candidates and present it to the Executive Committee for approval. The roster of potential candidates approved by the Executive Committee shall contain no less than two Regular or Affiliate Members in good standing who have accepted the nomination. These candidates will be presented to the Board of Governors for a vote.

(e) The Nominations Committee shall cause to be issued a call for self-nominations, which shall make available the Self-Nomination Form described in this Article no later than June 1. A Regular or Affiliate Member seeking to be elected as an Officer or Regional President may submit a Self-Nomination to the Nominations Committee no later than June 30. The Nominations Committee shall make its

nominations on or before July 7. The Secretary shall then cause to be issued electronic notice identifying the nominees to all Regular Members and Affiliate Members in good standing no later than July 14.

(f) Only Regular or Affiliate Members in good standing, consistent with Article II of these Bylaws, as of June 30 shall be eligible for nomination as an Officer or Regional President.

(g) No later than July 7, the Secretary shall provide the Chairperson of the Elections Board with a final list of Regular and Affiliate Members in good standing and their respective e-mail addresses.

Section 5. Procedure: Voting and Election of Officers and Regional Presidents

(a) The Association shall conduct its elections via electronic ballots and all votes shall be cast electronically, in a manner approved by the Board of Governors. Every Regular Member and Affiliate Member in good standing must provide the Association with a valid e-mail address for this purpose. No proxies or written ballots shall be cast.

(b) The Secretary shall, after July 14 and before July 22, cause to be delivered the electronic election ballots in a manner approved by the Board of Governors that safeguards the integrity of the votes cast, to Regular Members and Affiliate Members in good standing in accordance with these Bylaws. The ballots shall: identify the candidates for office, except President-Elect, clearly state the deadline for returning the ballot, describe the manner to cast vote, and provide such other information as the Elections Board may direct.

(c) Regular Members and Affiliate Members shall return their electronic ballot selecting their candidates, excluding the candidates for President-Elect, on or before August 4.

(d) A candidate for an Officer position (except for President-Elect) or Regional Presidents of the Association shall be elected upon receiving a plurality of the total votes cast by Regular or Affiliate Members.

(e) The National Office shall request the results of the Election at the time and place disclosed on the ballots on or before August 10, and shall communicate the results to the Elections Board and to the President on the same day.

(f) The results of the election shall be announced to the candidates within two calendar days 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 6. Procedure: Voting and Election of President-Elect

(a) Each President-Elect nominee shall address the Board of Governors at the July Board of Governors meeting, which is to be scheduled no later than the last Friday of July. To the extent possible, all presentations shall be made in person with telephone or video appearances being the exception not the rule for good cause shown.

(b) Each President-Elect nominee shall make a presentation to the Board of Governors, which shall include an opening statement followed by a question-and-answer period. Each President-Elect nominee shall also, upon request, be given the opportunity to submit a candidate statement or other campaign materials for distribution by the Secretary to all members of the Board of Governors who are eligible to vote.

(c) Voting for the office of President-Elect shall be open to the Board of Governors for up to seven days beginning after the July board meeting has been adjourned. Voting for President-Elect shall be conducted via electronic ballots and all votes shall be cast by e-mail only, or as otherwise approved by the Board of Governors.

(d) The President-Elect shall be elected upon receiving a plurality of the total votes cast by the Board of Governors. No proxy voting is permitted.

Section 7. Challenges

(a) All grievances, challenges or disputes regarding the qualifications of a candidate after notice of the slate or the conduct of the election shall be submitted to the Elections Board in writing no later than five calendar days after the candidates are notified of the results.

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

(c) The decision of the Elections Board may be appealed to the Board of Governors within twenty-four hours of receipt of the Election Board's decision. Decisions of the Board of Governors must be made on or before August 21 and are final.

(d) If the Elections Board does not receive a written grievance, dispute, or challenge, in writing, within five 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 upon being sworn in and taking the oath of office at the Annual Convention.

Section 8. Changes and Resolutions

The Board of Governors may from time to time adopt resolutions in order to implement the election as set forth in these Bylaws.

Section 9. Notice and Quorum

The chairpersons of the Nominations Committee and Elections Board shall provide to its members two calendar days e-mail notice of any meetings for their respective bodies, unless notice is waived by all members of the body. A majority of the Nominations 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 Nominations Committee. The Elections Board cannot act unless all of its members are present. An affirmative vote of a majority of the Elections Board shall be required to constitute valid action by the Elections Board.

Section 10. Written Consent

Any action by the Nominations Committee or Elections Board may be taken without a meeting if each Nominations Committee or Elections Board member provides written consent by e-mail to such action and such written consent is filed with the minutes of the Nominations Committee or Elections Board proceedings within three calendar days of such action.

Section 12. Meetings by Telephone

The Nomination Committee and the Elections Board may conduct meetings by telephone conference or similar communications equipment that enables all members of each Committee participating in the meeting to hear each other at the same time. Participation in a meeting of the Nominations Committee or the Elections Board by such means shall be the same as in person presence at such meetings.

ARTICLE XII

SECTIONS AND DIVISIONS

Section 1. Sections and Divisions

There are within the Association the following sections and divisions for carrying on its work:

- Law Student Division
- Young Lawyers Division
- Latina Commission
- Lesbian, Gay, Bisexual and Transgender Law Division
- Business Law Section
- Civil Rights Law Section
- Constitutional Law Section
- Criminal Law Section
- Family Law Section
- Government and Public Interest Law Section
- Immigration Law Section
- Intellectual Property Law Section
- International Law Section

Law Practice Management Section
Labor & Employment Law Section
Litigation and Dispute Resolution Section
Military Law Section
Voting Rights Law Section

The bylaws or any modification to the bylaws for Sections or Divisions shall be subject to approval by the Board of Governors. The bylaws of any section or division shall not be contrary to the bylaws, policies and procedures of the HNBA.

Section 2. Creation

(a) The Board of Governors, by two-thirds vote of the members present, may create a new section or combine existing sections after a report by the Vice-President of Sections & Committees on the proposal stating the views of the Vice-President of Sections & Committees and showing compliance with subsection (b).

(b) At least sixty (60) calendar days before a meeting of the Board of Governors at which action on the proposal is to be taken, the proponents must file with the Secretary, and provide a copy to the Vice-President of Sections & Committees, a statement setting forth:

- (1) the need for the proposed section;
- (2) the contemplated jurisdiction of the section, which must be within the purposes of the Association and must not substantially conflict with the jurisdiction of any section or committee whose continuance is contemplated;
- (3) the proposed bylaws of the section, including a description of its jurisdiction;
- (4) the proposed committees of the section;
- (5) the proposed budget for the section for the first two years of its operation;
- (6) a list of present or prospective members of the Association who have signed statements that they will apply for membership in the section; and
- (7) in the case of a combination of sections any jurisdiction of the constituent sections that would not be included in that of the new.

Section 3. Discontinuance and Change of Name

The Board of Governors, by a two-thirds vote of the members present, may discontinue or change the name of any section after a report by the Vice-President of Sections and Committees.

Section 4. Notice

Notice must be given by the Secretary to the Members of the Association at least thirty (30) calendar days before the meeting of the Board of Governors at which a proposal to establish, combine, discontinue, or change the name of a section is to be considered.

Section 5. General Membership

Members of sections must be Members of the Association and must meet the requirement of the bylaws of the respective sections.

Section 6. Officers and Councils

A section shall have a chair. It may also have a chair-elect and such other officers as its bylaws may provide. It shall also have a council consisting of the officers and such other members as its bylaws may provide.

Section 7. Dues

With the approval of the Board of Governors, section members may be required to pay section dues.

Section 8. Meetings

A section shall meet immediately before or during the Annual Convention. The times and places of other meetings must be established with the advice and consent of the Vice-President of Sections and Committees.

Section 9. Annual Reports

A section shall submit a written report to the Board of Governors on all matters pertaining to the activities of the section and any other matters as directed by the Board of Governors from time to time. The annual report shall be submitted to the President at least thirty (30) calendar days before the Annual Convention.

Section 10. Law Student Division, Young Lawyers Division, Latina Commission, and Lesbian, Gay, Bisexual and Transgender Law Division

Except for Section 1 above, this Article does not apply to the Law Student Division, the Young Lawyers Division, the Latina Commission, or the Lesbian, Gay, Bisexual and Transgender Law Division, which are governed by the provisions of Article XIV.

ARTICLE XIII

SPECIAL AND STANDING COMMITTEES, COMMISSIONS, COUNCILS AND TASK FORCES

Section 1. General Duties

A committee, commission, council and task force shall carry out its recommendations to the extent and in the manner authorized by the Board of Governors.

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 Members in good standing.
- (b) If the Member resigns, dies, or becomes ineligible, the President shall appoint a successor for the unexpired term.
- (c) If a Member does not participate in the work of the committee, the President may appoint a successor for the unexpired term.

Section 3. Standing Committees and Commissions

(a) Standing Committees and commissions shall investigate and study continuing or recurring matters related to the purposes or business of the Association, and assist the Board of Governors in carrying on its work.

(b) Unless provided otherwise in Section 5, a standing committee consists of five (5) Members each of whose term expires upon the adjournment of the Annual Convention following appointment and from among whom the President shall annually designate a chair.

Section 4. Special Committees or Task Forces

(a) Special committees or task forces, which may be created by resolution of the Board of Governors, the Executive Committee, or the President defining their powers and duties, shall investigate and study immediate or nonrecurring matters relating to the purposes or business of the Association. Unless continued by the Board of Governors, the Executive Committee, or the President, a special committee or task force terminates upon the adjournment of the first Annual Convention after its creation.

(b) A special committee or task force consists of five (5) Members unless the resolution creating it provides for a different number.

Section 5. Judicial Council

The Judicial Council is open to all Judicial members of the HNBA. The purposes of the Judicial Council are to encourage the participation of all members of the judiciary in the work of the HNBA; to provide a structure for Hispanic judges to support the American judicial system; to help improve the quality and administration of justice in the United States; to promote the benefits of a fair and independent judiciary; and to further access to justice for all Americans. The Judicial Council also fosters interaction and networking between and among members of the Hispanic bench and bar. The Judicial Council may designate its own officers, by-laws, and programs.

Section 6. Designation, Jurisdiction, and Special Tenures of Standing Committees, Commissions, and Councils

The designation, jurisdiction, and special tenures of standing committees, commissions and councils are as follows:

(a) *Audit.* The Standing Committee on Audit consists of five (5) members. Each member shall serve a term of three (3) years on the Committee. Three (3) members of the Committee shall be Members in good standing who are not members of the Board of Governors. Two (2) members shall be a Regional President representing each of the two (2) Association years of the term on the Board of Governors. At the Annual Convention in 2009 and each succeeding second year, one of these Regional Presidents shall be appointed to the Committee. At the Annual Convention in 2010 and each succeeding second year, one of the Regional Presidents shall be appointed to the Committee. The Board of Governors upon the recommendation of the President shall appoint Regular Members. The members of the Audit Committee shall designate a Chair for the Audit Committee. A member of the Board of Governors shall not act as chairperson of the Audit Committee. All members should be financially knowledgeable and have no relationship that may interfere with the exercise of their independence with respect to the Association and its management. The Audit Committee shall:

- (1) recommend the selection, retention, and compensation of the Association's independent auditors for approval by the Board of Governors;
- (2) ascertain that the Association's auditors are independent from the Association and its management and are ultimately accountable to the Board of Governors;
- (3) review for the association and all organizations required to be consolidated with the Association under generally accepted accounting principles (a) the results of the annual external audits of all financial statements and records; (b) the reports of independent auditors on the applicable financial statements; (c) any matters required to be communicated to the Committee by the independent auditors under generally accepted auditing standards and the disclosure requirements of the Independence Standards Board; (d) the system of internal controls; (e)

the independent auditor's letter of recommendations; and (f) the Association management's responses to the letter of recommendations;

(4) review the internal audit function of the Association including (a) the independence and authority of its reporting obligations; (b) the proposed internal audit plan of each fiscal year; and (c) all reports issued by the internal audit department; and

(5) receive, investigate when necessary, and cause response to be made to inquiries or complaints by any member or employee of the association concerning financial operations of the Association.

(b) *Bylaws and Governance.* The Standing Committee on Bylaws and Governance shall include the Vice-President of Sections and Committees who shall be an *ex-officio* member with a vote, a member of the Board of Governors who shall be an *ex-officio* member with a vote, and the Executive Director who shall be an *ex-officio* member with no vote. The Committee shall study and make appropriate recommendations on all proposals to amend the Bylaws. The Committee shall also make recommendations to the Board of Governors regarding Association resolutions and governance policies.

(c) *Finance Development.* The Standing Committee on Finance Development shall consist of no less than seven (7) members including the Treasurer, who shall be an *ex-officio* member with no vote, the Convention/Conference Chairpersons, three other members of the Board of Governors appointed by the President, and two Regular Members appointed by the President. The Finance Development Committee shall be chaired by the National Finance Director. The Finance Development Committee shall maintain contact with the Association's supporters and sponsors; and shall develop processes to ensure the financial viability and sustainability of the Association.

(d) *Legislative and Governmental Affairs.* The Standing Committee on Legislative and Governmental Affairs shall consist of no more than eleven (11) members, which includes the Vice-President of External Affairs who shall be an *ex-officio* member with a vote. The Committee has jurisdiction over matters relating to the Association's legislative and governmental affairs program and shall serve as the focal point of the Association's advocacy efforts before Congress, the Executive Branch, and other governmental entities on diverse issues of importance to the Hispanic legal profession and Hispanic community on which the Board of Governors has adopted policy. In carrying out its functions, the Committee shall:

(1) Make recommendations to the Board of Governors regarding the legislative and governmental affairs program;

(2) Make Committee recommendations to the Board of Governors on legislative and governmental priorities, as it deems appropriate;

(3) Plan the Association's lobbying efforts, and

(4) Plan the HNBA Legislative Day in Washington, D.C.

(e) *Membership.* The Standing Committee on Membership shall consist of no more than eleven (11) members, which includes the Vice-President of Membership, Vice- President of Regions, and Vice-President of Programs who shall be *ex-officio* members with a vote. The Committee shall encourage applications for membership in the Association and formulate plans for maintaining and increasing membership. In making appointments of the Committee, the President shall consider diversity in geographical area. The Committee may invite the Law Student Division president or the Law Student Division's president to attend any of its meetings.

(f) *Human Resources.* The Standing Committee on Human Resources is charged with focusing on the operational affairs of the national office and its personnel, including the recruitment, interview and recommendation to the Board of Governors on the appointment of the HNBA Executive Director, review and updating the personnel and office policy handbooks, office relocation or office space, acquisition and disposal of major pieces of equipment, and performance evaluations of the Executive Director. The Committee shall consist of at least six (6) members. Except for the Chair, all members of the Committee shall serve a one (1) year term and be appointed by the President. The Chair shall serve a two (2) year term and be appointed by the President with the advice and consent of the President-Elect.

(g) *Executive Endorsements.* The Standing Committee on Executive Endorsements shall conduct due diligence on lawyers who seek the Association's endorsement of their candidacies for appointment by the President of the United States to positions in the United States Department of Justice and other agencies of the Executive Branch of the federal government, and make recommendations for or against endorsement to the Board of Governors. The Committee shall conduct its activities pursuant to the Association's written policy on executive endorsements. The Committee shall consist of no fewer than ten (10) and no more than fifteen (15) members. Except for the Chair, all members of the Committee shall serve a one (1) year term and be appointed by the President. The Chair shall serve a two (2) year term and be appointed by the President with the advice and consent of the President-Elect.

(h) *Judiciary.* The Standing Committee on the Judiciary shall conduct due diligence on individuals who seek the Association's endorsement of their candidacies for the federal bench and make recommendations for or against endorsement to the Board. The Committee shall also study issues related to the federal judiciary and recommend appropriate policy positions on the subject to the Board. The Committee shall conduct due diligence and other endorsement activities pursuant to the Association's written policy on judicial endorsements. The Committee shall consist of no fewer than fifteen (15) and no more than twenty-five (25) members and its membership shall be geographically diverse, representative of all sectors of the profession, include members of both major political parties, and be balanced in terms of gender. All members of the Committee shall serve a two (2) year term and be appointed by the President with the advice and consent of the President-Elect.

(i) *Mentoring and the Pipeline.* The Standing Committee on Mentoring and the Pipeline shall study issues affecting Hispanics' enrollment in law school, their success as law students, and their transition from law school into the profession. The Committee shall develop both short-term and long-term strategic and programmatic recommendations for implementation by the Association after approval by the Board of Governors. Except for the chair, all members of the Committee shall serve a one (1) year term and be appointed by the President. The chair shall serve a two (2) year term and be appointed by the President with the advice and consent of the President-Elect.

(j) *Transition Provisions.* The initial term of committee chairs and members for whom these bylaws prescribe terms longer than one year shall begin after the conclusion of the 2009 Annual Convention and their appointment shall be made by the President and, as applicable, the President-Elect, taking office at the conclusion of that Convention.

Section 7. Annual Reports

Standing committees shall submit a written report to the Board of Governors on all matters pertaining to the activities of the committee and any other matters as directed by the Board of Governors from time to time. The annual report shall be submitted to the President at least thirty (30) calendar days before the Annual Convention. Special committees and task forces shall submit a written report to the Board of Governors pertaining to the activities of the committee or task force if directed by the President or Board of Governors.

Section 8. Meetings by Telephone

Committees and task forces may conduct meetings by conference telephone or similar communications equipment that enables all members of the committee or task force participating in the meeting to hear each other at the same time. Participation in a meeting of the committee or task force by such means shall constitute presence in person at such meetings.

Section 9. National Leadership Team

This Article shall not apply the National Leadership Team(s) for the Annual Convention and Corporate Counsel Conference.

ARTICLE XIV

LAW STUDENT DIVISION, YOUNG LAWYERS DIVISION, LATINA COMMISSION, AND LESBIAN, GAY, BISEXUAL AND TRANSGENDER LAW DIVISION

Section 1. Law Student Division

(a) Purpose

There shall be a division within the Association known as the Law Student Division for the purposes 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.

(b) Membership

Law Student Members in good standing shall be members of the Law Student Division. The Division members shall elect a president of the Law Student Division and may elect such other officers as they deem desirable.

(c) Bylaws

The Law Student Division shall have bylaws that are consistent with the purpose of the Association, these Bylaws, and the policies of the Board of Governors. Division bylaws or amendments thereto shall become effective upon the approval of the Board of Governors. Other than as provided in these Association Bylaws, the Board of Governors shall, from time to time set the duties, responsibilities, privileges, benefits and rights of the Law Students in the Association.

(d) Budget

The Division shall submit an annual budget request to the 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 Board of Governors unless otherwise approved by the Board.

Section 2. Young Lawyers Division

(a) Purpose

There shall be a division within the Association known as the Young Lawyers Division. The purposes of the Division shall be (i) to further the Association's goals and purposes, and thereby to serve the community and the legal profession; (ii) to represent young lawyers in the Association and to represent the Association to them; (iii) to help shape the policies and priorities that affect young lawyers and the legal culture in which they practice; and (iv) to create a deliberative forum for the exchange and expression of young lawyers' views, and a voice to advocate those views.

(b) Membership

Regular and Affiliate Members in good standing of the Association who was admitted to practice in his or her first bar within the past six (6) years, or who are less than thirty-six years old shall be members of the Young Lawyers Division. The Division members shall elect such officers of the Division as specified in the Division's bylaws.

(c) Bylaws

The Young Lawyers Division shall have bylaws that are consistent with the purpose of the Association, these Bylaws, and the policies of the Board of Governors. Division bylaws or amendments thereto shall become effective upon the approval of the Board of Governors.

(d) Budget

The Division shall submit an annual budget request to the 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 Board of Governors unless otherwise approved by the Board of Governors.

Section 3. Latina Commission

(a) Purpose

There shall be a division within the Association known as the Latina Commission (“Commission”). The purposes of the Commission shall be (i) to further the Association's goals and purposes, and thereby to serve the community and the legal profession by identifying and studying barriers to the professional development and advancement of women attorneys and developing programs and strategies for women attorneys in overcoming such barriers; (ii) to represent women lawyers in the Association and to represent the Association to them; (iii) to help shape the policies and priorities that affect women lawyers and the legal culture in which they practice; and (iv) to create a deliberative forum for the exchange and expression of women lawyers' views, and a voice to advocate those views.

(b) Membership

The Commission shall have no fewer than fifteen (15) and no more than twenty (25) members. All female former HNBA Presidents shall automatically be voting members of the Commission and shall serve in addition to the twenty (25) appointed member limit. All other Commission members shall be nominated by the Commission Chair and Co-Chair and appointed by the President and serve for one (1) year, except for the Commission Chair and Co-Chair, who shall be appointed by the President with the advice and consent of the President-Elect and who shall serve for two (2) years and have staggered terms.

(c) Bylaws

The Commission shall have bylaws that are consistent with the purpose of the Association, these Bylaws, and the policies of the Board of Governors. Commission bylaws or amendments thereto shall become effective upon the approval of the Board of Governors.

(d) Budget

The Commission shall submit an annual budget request to the President-Elect and Treasurer for consideration in the proposed Annual Budget. The Commission shall confine its expenditures to the budget and appropriation approved by the Board of Governors unless otherwise approved by the Board of Governors.

Section 4. Lesbian, Gay, Bisexual and Transgender Law Division

(a) Purpose

There shall be a division within the Association known as the Lesbian, Gay, Bisexual and Transgender Law Division (“LGBT Division”). The purposes of the LGBT Division shall be (i) to further the Association's goals and purposes, and thereby to serve the community and the legal profession by identifying and studying barriers to the professional development and advancement of LGBT attorneys and legal professionals and developing programs and strategies for LGBT attorneys and legal professionals in overcoming such barriers; (ii) to represent LGBT lawyers and legal professionals in the Association and to represent the Association to them; (iii) to help shape the policies and priorities that affect LGBT lawyers and legal professionals and the legal culture in which they practice; (iv) to create a deliberative forum for the exchange and expression of LGBT lawyers and legal professionals’ views, and a voice to advocate those views; and (v) to the extent not captured in (i) to (iv) above, to serve the Association and the profession by advocating for and monitoring legal issues affecting the Hispanic LGBT community, educating the Association and others on the legal issues facing the Hispanic LGBT community, and promoting the expertise, advancement, and empowerment of Hispanic LGBT professionals.

(b) Membership

Membership shall be open to Regular and Affiliate Members in good standing of the Association who identify as LGBT or as an LGBT ally and declare an interest in joining the LGBT division by communicating with the LGBT Division Chair. The Division members shall elect such officers of the Division as specified in the Division's bylaws.

(c) Bylaws

The Division shall have bylaws that are consistent with the purpose of the Association, these Bylaws, and the policies of the Board of Governors. LGBT Division bylaws or amendments thereto shall become effective upon the approval of the Board of Governors.

(d) Budget

The Division shall submit an annual budget request to the 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 Board of Governors

unless otherwise approved by the Board of Governors. Notwithstanding the foregoing, in addition to Association appropriations, the Division may raise additional funds for its programming and Division activities, in coordination with the National Finance Chair and consistent with the Bylaws of the Association. Such funds (“LGBT Division Funds”) shall be maintained in a segregated account by the Treasurer of the Association, and utilized by the Division in its discretion, consistent with its Strategic Plan and bylaws. The Division Chair shall have reasonable access to the LGBT Division Funds financial reports.

(e) Membership on the Board of Governors

The Chair of the LGBT Division shall be a voting member of the Board of Governors of the Association.

Section 5. Corporate Counsel Division

(a) Purpose

There shall be a division within the Association known as the Corporate Counsel Division. The purposes of the Corporate Counsel Division shall be to (i) further the HNBA’s goals and purposes, and thereby to serve the community and the legal profession by promoting the expertise, advancement and empowerment of Hispanic in-house attorneys; (ii) promote active participation of in-house counsel members of the HNBA within the HNBA in matters of policy and governance; (iii) provide in-house counsel members a greater voice and visibility within the HNBA; and (iv) engage in-house counsel members in the development and planning of programming designed to specifically meet the needs of in-house counsel members of the HNBA.

(b) Membership

Membership shall be open to Regular and Affiliate Members in good standing of the Association who have joined the Corporate Counsel Division. The Division members shall elect such officers of the Division as specified in the Division's bylaws.

(c) Bylaws

The Division shall have bylaws that are consistent with the purpose of the Association, these Bylaws, and the policies of the Board of Governors. Corporate Counsel Division bylaws or amendments thereto shall become effective upon the approval of the Board of Governors.

(d) Membership on the Board of Governors

The Chair of the Corporate Counsel Division shall be a voting member of the Board of Governors of the Association.

ARTICLE XV

PAST PRESIDENTS ADVISORY BOARD

Section 1. Composition of the Advisory Board

The Past Presidents of the Association, excluding the Immediate Past President, who have consented shall constitute an advisory board to the Association (the “Past Presidents Advisory Board”). The President shall designate a chairperson of the Advisory Board.

Section 2. Duties of the Advisory Board

The Past Presidents Advisory Board shall perform their advisory duties as the Board of Governors or the President shall determine from time to time consistent with and in furtherance of the purpose, policies, and standards of the Association.

Section 3. Meetings of the Advisory Board

The Past Presidents Advisory Board may meet once a year at the Annual Convention or at any other place designated by the President. Any items for consideration at such meeting shall be submitted in writing to all the members of the Board of Governors and the Past Presidents Advisory Board at least thirty (30) calendar days prior to the meeting. The thirty (30) day period may be waived by a majority of the Board of Governors and Past Presidents Advisory Board in writing prior to or at the meeting.

ARTICLE XVI

TRANSACTIONS BETWEEN THE ASSOCIATION AND BOARD OF GOVERNORS

In the event there is a proposal before the Board of Governors regarding a transaction between the Association and a member of the Board of Governors, a member of the Board member’s immediate family, or any corporation, firm, or organization in which a Board member or a Board member’s immediately family have an interest, the Board member shall disclose the nature of his or her interest. In its discretion, the Board of Governors may act on the matter or the Board of Governors or the President may appoint an *ad hoc* committee of disinterested members of the Board to review the proposed transaction and make a recommendation to the Board of Governors. In making its decision in the matter, the Board of Governors shall determine whether the transaction is reasonable and in the best interests of the Association; notwithstanding the interest of the member of the Board. The interested member of the Board may (unless a majority of the Board of Governors decides otherwise) participate in the discussions of the transaction but shall recuse him or herself from voting on such proposal or transaction. This policy shall not apply to the Association’s reimbursement of a member of the Board of Governors for reasonable expenses incurred by the Board member in discharging her or his

responsibilities to the Association, and shall not apply to indemnification of a member of the Board as provided for by these Bylaws and by applicable law. Each member of the Board of Governors shall execute a conflict of interest statement in a manner prescribed by law.

ARTICLE XVII

AMENDMENTS

Section 1. Amendment to the Articles of Incorporation

Amendments to the Articles of Incorporation may be adopted at an annual or duly organized special membership meeting upon receiving the affirmative vote of the majority of the Regular Members and Affiliate Members in good standing present at such meeting. No amendment shall be considered unless the Board of Governors shall have adopted a resolution setting forth the proposed amendment and directing that it be submitted to a vote at an annual or a special meeting of the Membership and written notice of at least fifteen (15) calendar days is given to each Member entitled to vote at such meeting setting forth the proposed amendment or a summary of the changes to be effected thereby. Unless otherwise provided, an amendment is effective upon the adjournment of the meeting at which it adopted.

Section 2. Amendments to the Bylaws by the Board of Governors

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 7 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 Board of Governors shall not consider amendments to the Bylaws unless the proposed amendment shall have been sent to each member of the Board of Governors 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.

ARTICLE XVIII

INDEMNIFICATION

The Association shall indemnify the members of the Board, employees, and agents in the manner, to the extent, and subject to the requirements set forth in the District of Columbia Nonprofit Corporation Act or other applicable law, as the same now or hereafter exists, or the corresponding provisions of any subsequent law.

ARTICLE XIX

RULES OF PROCEDURE

The most recent edition of Robert’s Rules of Order shall govern all meetings of the Membership, the Board of Governors, and the committees, divisions and sections of the Association unless inconsistent with these Bylaws.

ARTICLE XX

MISCELLANEOUS

Section 1. Principal Office

The principal office of the Association shall be located at such place as the Board of Governors may designate from time to time.

Section 2. Gender

All references in these Bylaws to the masculine, feminine, or neuter gender shall be deemed to apply equally to one or more of such gender-specific reference as may be appropriate.

Section 3. Fiscal Year

The fiscal year of the Association is the 12-month period beginning on the 1st of October and ending on the 30th of September of the next calendar year. The fiscal year shall be fixed from time to time by action of the Board of Governors.

Section 4. Written Notice and Consent

All references to written notice and written consent shall include any notice and consent given by electronic transmission. The term “electronic transmission” means any process of communication that is suitable for the retention, retrieval, and reproduction of information by the recipient and which does not directly involve the physical transfer of paper.

Section 5. Audit

The books of account and annual financial statements of the Association shall be audited at least every other year by an independent certified public accountant selected by the Board of Governors. The Board of Governors may direct other audits of the Association's accounts and financial statements from time to time.