



HNBA/VIA PUBLIC STATEMENTS POLICY

I. Introduction

As an association of legal professionals, the Hispanic National Bar Association (HNBA), either solely or in conjunction with its 501(c)(3) sister organization the HNBA VIA Fund (collectively the "Association"), often makes public statements that may be binding on the Association or otherwise announces the Associations' position on an issue. These public statements may be made by several representatives of the Association, such as the National President, the Executive Director, a Regional President, or the leadership of Divisions, Sections and Committees. The statements may take several forms, including press releases, resolutions, emails to the membership, or statements published on the HNBA website or on social media. Without altering the HNBA or VIA bylaws, this Public Statements Policy is intended to clarify which Association representatives are authorized to make public statements, depending on the nature of the statement.

Affiliates may make public statements about their own positions without Association approval because they are independent organizations that possess the requisite corporate personhood to make those statements. Affiliates are not agents of the Association and may not make statements, directly or indirectly, on behalf of the Association.

II. Authority to Make Public Statements

A corporation can bind itself, or incur obligations, by making public statements. Typical examples of binding statements are: (1) statements on moral or societal questions, whether or not related to the corporation's mission, and (2) signatures on contracts. For HNBA, the corporate authority necessary to make those statements is vested in certain designated members of the Board of Governors. Region Presidents, Divisions, Sections, and Committees lack this corporate personhood. Therefore, they are not authorized to bind the Association unless that authority is provided in the bylaws or by approval of the Board of Governors (BOG) or the Executive Committee (EC).

The following persons are authorized by the bylaws to speak for the Association:

- The President of the HNBA is the *principal* spokesperson of the Association, as set forth in Section 4(a) of the HNBA bylaws.

- The President-Elect acts as spokesperson when the President is absent or unable or when the President specifically delegates such responsibility to the President-Elect.
- The Vice President of External Affairs is a liaison to unaffiliated organizations.
- The Secretary officially communicates meetings of the Association.
- The General Counsel may bind the Association in the course of litigation (but cannot authorize a suit in the first instance).
- The Executive Director, as the Chief Operating Officer of the HNBA and President of VIA, may make statements concerning the day-to-day operations of the Association and general policy or public statements as directed or authorized by the President or the BOG, consistent with the approved policies of the BOG.

Persons who are not authorized to make statements binding the Association include: Executive Committee Officers (except as above), Regional Presidents, the leadership of the Divisions, Sections, and Committees, including Special Committees and the Latina Commission, and VIA independent directors.

Section 6 of the bylaws set limits on making a category of statements—those relating to political activity. If an “issue” is pending before a legislature or body of voters, the President may speak consistent with the BOG (or EC) approved policy or position—or may make reasonable interpretations of those positions. Further, consistent with Section 6 of the bylaws, Association letterhead may only be used for official business.

III. Authorizing Public Statements

Statements on Legislative Policy

The President, in consultation with the BOG authorizes which policy issues will be the subjects of the annual resolutions issued in conjunction with the Coalition of Bar Associations of Color (CBAC) joint advocacy effort in Congress. If necessary, the EC is authorized to approve the CBAC resolutions. The President, in consultation with the BOG also authorizes the policy issues that will be the subject of the annual HNBA Advocacy Day resolutions issued and made a part of the HNBA’s own advocacy efforts in Congress. The EC is authorized to approve the final text of all Advocacy Day resolutions. Once approved, any representative of the HNBA—Officer, Region President, or leader of a Division, Section, or Committee—may make public statements that reference the resolutions but if the matter requires an official statement or explanation then it shall be the role of the President to serve as the principal spokesperson on the issue.

Statements on Issues of Public Concern

Resolutions on public statements that do not relate to legislative policy may be approved by the BOG or the EC. Public statements that are not resolutions, such as press releases, and that

concern issues of public concern—whether to the membership, the legal community, or the Hispanic community—are approved by the President with advice and consent of EC if the matter cannot wait until the next scheduled BOG meeting, except that the National President is authorized to issue a public statement without EC approval if the statement is a reasonable interpretation of a position previously approved by the BOG or the EC.

Statements in Agreements

Contracts containing statements that are binding on the Association may be signed by the President, Executive Director, or General Counsel, depending on the nature of the contract, or as otherwise designated by the EC or VIA board as applicable. Statements in agreements that are not contracts, such as partnership agreements that state positions on issues, may be approved by the EC or VIA board as applicable.

IV. Public Statements Not Requiring Approval

Any Region President, or leader of a Division, Section or Committee, including a Special Committee and the Latina Commission, may make statements limited to their purpose as stated in the bylaws or after securing an authorizing resolution approved by the National President or BOG. This provision does not include making public statements that are binding on the Association or broad in scope or applicability. Examples of public statements that may be made without approval include statements that: (1) announce meeting dates, (2) publicize events, (3) share resources and updates about their purpose, (4) distribute news or other articles, and (5) convey statements previously approved by the BOG or EC. Officers and the Executive Director may make public statements that convey previously approved positions taken by the Association.

V. Process to Approve Public Statements

Any HNBA Region President who wishes to make a public statement, for example in a newsletter, must submit the statement to the Vice President of Regions & Affiliates (VP Regions) for approval. The VP Regions may approve the statement if it is a reasonable interpretation of a statement previously approved by the BOG or EC. Otherwise, the VP Regions must submit the statement for approval of the BOG, or the EC if the matter cannot wait until the next BOG meeting.

Any Chair of a Division, Section or Committee, including a Special Committee and the Latina Commission, who wishes to make a public statement, for example in a newsletter, must submit the statement to the Vice President of Divisions, Sections and Committees (VP Divisions) for approval. The VP Divisions may approve the statement if it is a reasonable interpretation of a statement previously approved by the BOG or EC. Otherwise, the VP Divisions must submit the statement for approval of the BOG, or the EC if the matter cannot wait until the next BOG meeting. An HNBA VIA independent director who wishes to make a public statement must first secure approval from the VIA Board.

Any liaison to an unaffiliated group who is not the Vice President for External Affairs, for example the ABA liaison or the White House liaison, must submit a request for approval to make a public statement to the Vice President for External Affairs (VP External) and the National President. The VP External, in consultation with the National President, may approve the statement if it is a reasonable interpretation of a statement previously approved by the BOG or EC. Otherwise, the VP External must submit the statement for approval of the BOG, or the EC if the matter cannot wait until the next BOG meeting.

Whenever possible, the approval or denial of a request to authorize a public statement should be made within **three to five business days**, except that the decision may take longer depending on the complexity or sensitivity of the statement. This time period is in addition to any time period contained in the **HNBA/VIA Communications & Marketing Campaigns Guidelines and Standard Operating Procedures**. The approval or denial of a public statement shall be made in the sole discretion of the BOG, EC or VIA board as applicable.

VI. Factors in Approving a Public Statement

When approving a request for authorization to make a public statement, the BOG, the EC and/or VIA board may consider the following factors in their review. Again, however, these shall be only guiding principles and the approval of any request for a public statement shall always rest in the sole discretion of the BOG, EC or VIA board as applicable and no statements shall be made that are inconsistent with a final decision of these entities.

- Whether the statement relates to the mission of the Association, including whether the statement relates to:
 - The rights of the Hispanic community, including advocacy for or defense of such rights;
 - The concerns of the Hispanic community in general or the legal profession in particular;
 - Promotion of law and policy reform in the public interest;
 - Cultivating the science of jurisprudence;
 - Facilitating the administration of justice or respect for the law;
 - Preservation of high standards of integrity, honor, and professional courtesy within the legal community;
 - Encouraging the advancement of Hispanic law students; or
 - Promoting or advocating for the advancement of Hispanic lawyers in all aspects of the legal profession.
- The timeliness of making the public statement, including whether a compelling interest exists to issue the public statement outside of the traditional news cycle.

- Whether the statement, if issued in partnership with other organizations, is consistent with the Association's mission.
- Whether the statement, if outside the Association's mission, makes a clear connection between the subject and the Association, the Hispanic legal community, or the Hispanic community in general as supported by uncontroverted historical evidence.
- The nature and extent of any controversy associated with the statement, including whether the benefit of the statement to the Association membership outweighs any controversy that may adversely affect the Association.
- The nature and extent of any legal liability that may befall the Association with the publication of the statement.
- Whether the statement could call into question the 501(c)(3) status of the HNBA VIA Fund.