



HISPANIC NATIONAL BAR ASSOCIATION LAW STUDENT DIVISION BYLAWS

ARTICLE I NAME & PURPOSE

Section 1. Name and Status

The name of the Division shall be the known as the Law Student Division (LSD or Division). The Division shall be a Division of the Hispanic National Bar Association (HNBA). As such, the Division may not represent HNBA, nor take positions on its behalf, except as provided in these Bylaws or as directed by the HNBA Board of Governors. Neither may the Division act in a manner that will result in the loss of the eligibility of HNBA as a tax-exempt organization under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended. The Division may use the insignia or logo of the HNBA for its purposes.

Section 2. Mission

The mission or purpose of the Division shall be to (1) encourage the interests and participation of law students in activities of the Association; (2) develop and conduct programs of interest and value to law students; and (3) provide for the professional growth and development of law students.

ARTICLE II MEMBERSHIP

Section 1. Membership

Law Student Members in good standing who join the Division shall be members of the LSD. A member who ceases to be a law student, as defined in the HNBA Bylaws, ceases to be a member of the Division.

Section 2. Application for Membership and Register of Membership

(a) Division Members may join the Division at the time they apply for membership in the HNBA and must observe all membership requirements under the HNBA Bylaws Article II.

(b) Each Division member shall promptly advise the Division Chair and the National Office (defined as the HNBA Executive Director and staff) of any change in their status whereby the member becomes ineligible for Division membership within 30 calendar days of such change. A member may advise by changing the member's profile on the HNBA website.

(c) The National Office shall maintain a list of Division Members to be distributed to the Division Chair.

Section 3. Dues

Division Members shall be required to pay Division dues with the approval of the Board of Governors. The Division Chair may recommend dues amounts to the Board of Governors. Division Members must otherwise be current in their dues as established by the HNBA Bylaws Article II.

Section 4. Termination or Suspension of Membership

A Member may resign from the Division at any time effective upon receipt of written resignation to the National Office via regular mail or email. A Member's status as a Division Member may otherwise be terminated in accordance with the provisions of the HNBA Bylaws Article II to terminate membership in the Association.

ARTICLE III OFFICERS

Section 1. Officers

The elected officers of the Division shall be the Chairperson (Chair) or Co-Chairs, the Chair-Elect, or Co-Chairs-Elect, Secretary, and Treasurer. The appointed officers of the Division shall be such Vice-Chairs and the Division Representative in each HNBA Region (LSD Rep.) as the Chair may appoint.

Section 2. Terms and Vacancies

(a) The terms of the elected officers of the Division shall be co-extensive with the term of the HNBA National President as directed by the HNBA Bylaws Article III, provided that the term shall begin no earlier than October 1 and end no later than September 30 of the following year. The Chair-Elect shall serve as Chair the year following the Chair-Elect's term of office.

(b) The Chair shall appoint by resolution one or more Vice-Chairs within 15 days of the start of the Chair's term. The Chair shall submit a copy of the appointment resolution to the Vice President of Division, Sections, and Committees. If no notice of appointment is received within 30 calendar days, the Vice President of Divisions, Sections and Committees shall notify the National President, who may appoint one or more Vice-Chairs.

(c) In the case of removal or resignation, any officer vacancy, except the Chair, may be filled by the appointment by the Division Board of a member to serve the remainder of the term. The appointment shall be made by the Division Board at the next meeting after the vacancy occurs. In the case of removal or resignation of the Chair, the Chair-Elect shall serve as Chair for the remainder of the term, effective when the vacancy occurs. If there is no Chair-Elect, then the National President shall appoint a Chair to serve the remainder of the term.

Section 3. Duties

(a) Chair. The Chair shall serve as the principal spokesperson for the Division and shall perform all duties ordinarily incident to the office, in accordance with the HNBA Bylaws or as otherwise limited by the HNBA Board of Governors. The Chair shall preside at all Division Board and Division membership meetings. The Chair is responsible for making all Vice-Chair and Region Representative appointments and meeting any reporting and budget request requirements.

(b) Chair-Elect. The Chair-Elect shall perform such duties as the Chair or Division Board may assign. The Chair-Elect shall perform the duties of the Chair during the Chair's absence or inability to act.

(c) Secretary. The Secretary shall prepare, publish, and keep the minutes of all Division Board and Division membership meetings, certify official copies of the minutes and the Division Bylaws, and maintain a copy of all resolutions issued by the Chair or the Division Board. The Secretary shall keep the roster of all Division Board members, and shall ensure notice of all meetings of Division Board and the Division membership. The Secretary shall perform such other duties as the Chair or the Division Board may direct.

(d) Treasurer. The Treasurer shall supervise the safekeeping and maintain a record of the funds of the Division. The Treasurer shall report periodically on the financial condition of the Division to the Division Board. In consultation with the Chair, the Treasurer may prepare an annual budget request on behalf of the Division to submit to the HNBA National Treasurer. Any budget request shall be approved by the Division Board prior to submission to the National Treasurer and no later than 15 calendar days into the fiscal year that begins October 1. The Treasurer shall perform such other duties as the Chair or the Division Board may direct.

(e) Vice-Chairs. To assist in performing the work of the Division, the Chair may appoint one or more Vice-Chairs. A Vice-Chair may be assigned general duties by the Chair or may be tasked with an area of responsibility, such as, by way of example, Membership Vice-Chair, Communications Vice-Chair, and Programs Vice-Chair.

Section 4. Removal

Any Division officer may be removed from office for good cause by a two-thirds vote of the Division Board of Governors present at a regular or special meeting. For the purpose of this paragraph, "good cause" shall have the same meaning as in the HNBA Bylaws Article III. Removal procedures shall be consistent with HNBA Bylaws Article III.

ARTICLE IV DIVISION REGION REPRESENTATIVES

Section 1. Region Representative Appointment

The Division Chair shall appoint by resolution at least one representative (LSD Rep.) to each HNBA Region within 15 days of the start of the Chair's term. A "Region"

shall be the same as provided in the HNBA Bylaws, referring 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 or 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 U.S. Virgin Islands.

The resolution appointing all LSD Representatives shall be maintained by the Division Secretary, a copy of which shall be submitted to the Vice President of Division, Sections and Committees. If no notice of appointment is received within 30 calendar days, the Vice President of Divisions, Sections and Committees shall notify the National President, who may appoint an LSD Rep. to each Region.

Section 2. Duties of Regional Representatives

Each LSD Region Representative shall act as a liaison between the Division and the HNBA Region President. They shall attend Division Board meetings. An LSD Rep. shall organize and promote activities of the Division in the Region, as the Chair or the Board may direct, provided that the LSD Rep. notifies the Region President of a planned event before its announcement to offer an opportunity to comment. The LSD Rep. is encouraged to collaborate with the Region President's team to coordinate both Division activities and other activities in the Region. An LSD Rep. is an appointed officer in the Division Board.

ARTICLE V DIVISION BOARD

Section 1. Composition and Power of the Board

The elected and appointed officers shall be the voting members of the Division Board, which is the governing body of the Division. The Division Board shall carry out activities consistent with the purpose of the Division with all the necessary powers incidental to the Board, in accordance with the HNBA Bylaws.

Section 2. Eligibility and Commencement of Term

To be eligible for election or appointment to the Division Board, elected officers must be elected and appointed officers must be appointed as provided in these Bylaws. Members appointed to fill a vacancy caused by an elected or appointed member, or appointed where no officer is elected, are also members of the Division Board. The term of the Division Board is co-extensive with the term of the elected officers under Article III.

Section 3. Meetings of the Board

Regular meetings of the Division Board shall be held no less than four times during the Chair's term at such time and place as the Chair shall direct by written notice of at least 30 calendar days to the members of the Board. Special meetings of the Division Board may be called at such time and place by the President or by two Division Board members upon written notice of at least five business days to the Division Board. Division members may attend Board meetings. Non-Division members may attend Board meetings at the invitation of the Chair.

Section 4. Division Budget

A Division Board, through the Chair, may submit an annual budget request to expend funds to the HNBA President-Elect and Treasurer for consideration in the proposed HNBA 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. Budget requests shall include Association appropriations and actual and anticipated Division Funds (additional funds raised by the Division). The Division Funds, to be raised in coordination with the National Finance Director, shall be maintained by HNBA in accordance with generally accepted accounting principles, and used for purposes consistent with the Division's purpose. Division Chairs shall have reasonable access to Division Fund financial reports.

Section 5. Quorum

At meetings of the Division Board, the presence of seven voting members of the Board, including the Chair, shall constitute a quorum for the transaction of any business of the Board.

Section 6. Presumption of Assent

A voting member of the Division 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 unless the voting member's dissent or abstention is recorded in the minutes of the meeting unless the member voted in favor of the action.

Section 7. Board Action by Written Consent

The Division 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 business days.

Section 8. In-person Meeting Alternatives

The Division Board may conduct meetings by telephone conference, video 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.

Section 9. Division Reports

The Division Board, through the Division Chair, shall submit a written report to the HNBA Board of Governors on all matters pertaining to the activities of the Division and any other matters as directed by the Board of Governors. The annual report shall be submitted to the President at least thirty calendar days before the Annual Convention.

Section 10. Membership on the Board of Governors

The Division shall have one vote on the Board of Governors of the Association. The Division Chair, as a member of the Board of Governors, may designate a Division Board member to attend in place of the Division Chair with notice to the National Secretary. Where there are Co-Chairs, only one may vote at a Board of Governors meeting.

Section 11. Fiduciary Duty

Division Board members are fiduciaries to the Division and to the entire Association. Board members must therefore adhere to the fiduciary code of ethics applicable to the HNBA Board of Governors and to all applicable Association policies.

ARTICLE V I MEMBERSHIP MEETINGS

Section 1. Meeting Frequency and Notice

A Division may convene a meeting of the Division membership immediately before or during the Annual Convention or the Corporate Counsel Conference. The times and places of other meetings must be established with notice to the Vice-President of Divisions, Sections & Committees. Notice to the Division membership of such meetings must be sent at least 30 days prior the meeting. Special meetings of the Membership may be held at such time and place as the Chair or a majority of the Division Board shall direct by written notice to the Membership at least 15 calendar days prior to the special meeting.

Section 2. Quorum

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

Section 3. Voting

The affirmative vote of a majority of the votes cast by the Division Members in good standing shall be necessary for the adoption of any matter. Each member shall have one vote. Proxy voting is prohibited.

Section 4. In-person Meeting Alternatives

The Division membership meeting may take place by telephone conference, video conference or similar communications equipment that enables all members participating to hear each other at the same time.

ARTICLE VII ELECTIONS

Section 1. Nominations and Elections Committees

(a) The Division Board shall, by resolution, appoint a Nominations Committee of no fewer than three Division members no later than 60 days before the end of the Board term. No candidate for elected office may sit on the Nominations Committee.

(b) The Division Board shall, by resolution, appoint an Elections Committee of no fewer than three Division members no later than 45 days before the end of the Board term to conduct an election for the offices of Chair-Elect, Secretary, and Treasurer. If no Elections Committee can be appointed, then the Division Board shall by resolution appoint itself to be the Elections Committee. No candidate for elected office may sit on the Elections Committee.

Section 2. Call for Nominations

(a) The Nominations Committee, with the assistance of the Division Secretary or Chair, shall cause notice of the election date to be sent to Division members, along with a call to submit self-nominations statements to the Committee. Division members in good standing are eligible to run for Division offices. Where no self-nomination is received for an elected position, the Nominations Committee shall make reasonable efforts to recruit qualified candidates from among the Division membership. The Nominations Committee shall submit candidates for the Division officers of Chair-Elect, Secretary, and Treasurer to the Election Committee no later than 30 days before the end of the Board term.

(b) Candidates may decide to run jointly as Co-Chairs. The self-nomination statement from each candidate shall specify the other as a Co-Chair.

Section 3. Conduct of Election

(a) Upon receipt of the list of candidates, the Election Committee, with the assistance of the Division Secretary or Chair, shall cause notice of the candidates for office to be sent to the Division membership, together with the announcement of the time and place of the election, if applicable, and the period of voting, which shall be no less than seven days if vote is by email.

(b) Voting shall be by email ballot, with an email sent by a Division member to an established Division email address constituting a ballot. Alternatively, voting may also take place at a properly noticed meeting of the Division membership. Election to office shall be by majority vote.

(c) The Elections Committee shall have access to the ballots, count the ballots, and announce the results to the Division Chair, who shall cause notice of the election results to be sent to the candidates.

(d) If, after two days from notice to the candidates of the election results, no challenges are lodged with the Elections Committee, the Division Chair shall cause notice of the election results to be sent to the membership. Results of the election should be announced no later than seven days before the end of the Division Board term.

Section 4. Challenges

All challenges regarding the qualifications of a candidate or the conduct of the election shall be submitted to the Elections Committee in writing no later than two calendar days after the candidates are notified of the results. The Elections Committee shall review the information received in the challenge and render a decision. A challenger may appeal to the HNBA Executive Committee the decision of the Elections Committee by notifying the Vice President of Divisions, Sections and Committees. The decision of the HNBA Executive Committee is final.

Section 5. Changes and Resolutions

The Division Board may adopt resolutions in order to implement the election as set forth in these Bylaws, including, for good cause, changing a particular year's election deadlines.

ARTICLE VIII COMMITTEES

Section 1. Creation of Committees

The Division Board shall create any committee by resolution. The Board resolution shall establish the name of the committee, its purpose, the duration of the committee, and list the members appointed to the committee. The Division Secretary shall maintain all such resolutions.

Section 2. Appointment to Committees

Appointments to a committee shall be made by the Division Chair. Where the duration of a committee is established to be longer than the term of the Division Board, appointment to the committee shall be made by the Division Chair with the advice and consent of the Chair-Elect. Committees shall consist of no fewer than two members.

Section 3. Jurisdiction of Committees

The Division Board may designate committees with specific jurisdiction. By way of example, the Division Board may create a Membership Committee, a Program or Continuing Legal Education (CLE) Committee, a Fundraising Committee, and a Mentorship Committee. All such committees must report to the Division Board on their activities as requested by the Board.

Section 4. Conduct of Committees

Notice of committee meetings shall be no less than seven days for regular meetings and two days for special meetings. Notice may be served by electronic mail. The committee may meet in person or by telephone conference, video conference or similar communications equipment that enables all members participating to hear each other at the same time. A majority of members attending shall constitute quorum, and if a committee has two members, both must attend. Approval of a measure shall be by majority vote.

ARTICLE IX AMENDMENTS

The Division Bylaws may be amended by the vote of two-thirds of the voting Division Board members present at any regular meeting or special meeting of the Board, provided that a quorum exists, which must include a majority of the Division Board. Proposed amendments must be sent to each Division Board member at least 15 calendar

days prior to the scheduled meeting. The amendments to the Bylaws shall not become effective until they are approved by the HNBA Board of Governors.

ARTICLE X RELATIONS WITH EXTERNAL GROUPS

The Division may co-sponsor an event with groups outside the Association with the written approval of the Vice President of Divisions, Sections, and Committees and in accordance with Association policies. The Division may “affiliate” with other analogous groups, defined as a formal relationship over a period of time, with the written approval of the National President. The approval shall expire at the end of the Chair’s term and must be renewed each year. Analogous groups are membership-based organizations with a purpose similar to the Division’s mission.

ARTICLE XI HNBA BYLAWS INCORPORATED ARTICLES

The following articles of the HNBA Bylaws are incorporated and made effective as if a part of these Bylaws to the extent applicable.

- (a) Article II (Membership)
- (b) Article III (Terms of Officers, Removal)
- (c) Article XII (Divisions)
- (d) Article XVII (Transactions Between Association and Board)
- (e) Article XXI (Rules of Procedure, Gender, Fiscal Year, Written Notice and Consent)