

appeal shall include a statement of reasons for the appeal as well as an election to have the appeal heard by either the Board of Governors or a Special Appellate Committee. The appeal shall be considered at the next regularly or specially scheduled meeting of the Board of Governors or the Special Appellate Committee. If the appeal is heard by the Special Appellate Committee, in no event shall the number of voting Affiliate Organizations exceed forty percent (40%) of the total number of the Board of Governor members.

(e) The decision by the Board of Governors or the Special Appellate Committee to reverse the Executive Committee's decision shall be made by a two-thirds vote of the Board of Governors or Special Appellate Committee members present at the meeting and the determination regarding the disciplinary action shall be final. If the Board of Governors or Special Appellate Committee does not reverse the Executive Committee's decision, the decision of the Executive Committee shall be final.

### **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, Vice-President of Affiliates and Associates, Vice-President of External Affairs, Vice-President of Programs (Su Carrera), Vice-President of Programs (Su Futuro), Vice-President of Divisions, Sections, and Committees, Vice-President of Fundraising and Development, Treasurer, General Counsel, Secretary, and Chief Compliance Officer (collectively, "the Officers").

##### **Section 2. Terms and Election**

(a) **President.** The President shall take office at the adjournment in September of the Annual Convention and serve for a period of one year or until the adjournment of the next Annual Convention in September, whichever is later. In a year when no Annual Convention occurs in September, the President's term shall be set by resolution of the current Board of Governors to be one year or end no later than September 30.

(b) **President-Elect.** The President-Elect shall be elected by the Board of Governors, not including the Council Delegates. The Affiliate Organizations in good standing and in compliance with these Bylaws, including Article VII, shall also elect the President-Elect. In no event shall the number of voting Affiliate Organizations exceed forty percent (40%) of the total number of the Board of Governor members.

(c) The President-Elect shall take office upon the incumbent President-Elect becoming President and thereafter is not eligible for any other position on the Board of Governors. A candidate for President-Elect must meet the following requirements at the time of nomination:

- (1) Be an Association member in good standing;
- (2) Served on the Board of Governors in more than one role or on the HNBA Vision in Action (VIA) Fund Board in a role that is not independent or reserved for a corresponding Association officer for no less than three of the past five 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, or territory 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.

**(d) Treasurer.** At its first meeting of the Board year, 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 (2) years to take office upon election.

**(e) Secretary and Elected Vice-Presidents.** Voting 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, Vice-President of Affiliates and Associates, Vice-President of External Affairs, Vice-President of Programs (Su Carrera), Vice-President of Programs (Su Futuro), and Vice-President of Divisions, Sections, and Committees. A candidate who is not currently serving or has not previously served as Secretary or Vice-President must have been a member in good standing in the Association for no less than three (3) of the past five (5) years immediately preceding election. All candidates must also have been a member in good standing of a bar in any state, commonwealth or territory of the United States, or the District of Columbia for at least five (5) years at the time of 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 and Vice-Presidents may be elected to 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 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, Executive Committee 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.** The Vice-President of Regions shall oversee the Regions including communications with the Regional Presidents, increasing Region activities, and having regularly scheduled meetings with Regional Presidents to further advance the mission of the Association. The Vice-President of Regions shall ensure that all Regional Presidents file at least quarterly activity reports with the Board of Governors. The Vice-President of Regions shall also periodically report to the President, Executive Committee and the Board of Governors on the activities and initiatives relating to the Regions 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 Affiliates and Associates.** The Vice-President of Affiliates and Associates shall oversee the Affiliate Organizations, the Associate Organizations and the Council of Affiliates to ensure that each advances the mission of the Association. The Vice-President of Affiliates and Associates shall also periodically report to the President, Executive Committee, and the Board of Governors on the activities and initiatives relating to the Affiliate Organizations, Associate Organizations, the Council of Affiliates and the office and shall perform such duties as the President or the Board of Governors may from time to time direct.

**(f) 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, Executive Committee 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.

**(g) Vice-President of Programs (Su Carrera).** The Vice-President of Programs (Su Carrera) shall be responsible for developing and implementing career advancement training and program opportunities for the benefit of the Membership. The Vice-President of Programs (Su Carrera) shall periodically report to the President, Executive Committee 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.

**(h) Vice-President of Programs (Su Futuro).** The Vice-President of Programs (Su Futuro) shall be responsible for developing and implementing programs that will impact the elementary to law school pipeline, as well as for Pre-Law Members and Members of the Law Students and Young Lawyers Divisions. The Vice-President of Programs (Su Futuro) shall periodically report to the President, Executive Committee 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.

**(i) Vice-President of Divisions, Sections, and Committees.** The Vice-President of Divisions, Sections, and Committees shall be an *ex officio* member with no vote (unless specifically provided otherwise) of each Division, Section, and Committee as identified in these Bylaws or as created in accordance with these Bylaws except for the Executive Committee, Nominations Committee, Elections Committee, or Standing Committees identified in Article XIV, Section 5. The Vice-President of Divisions, Sections, and Committees shall act as the Board of Governors liaison with all Division, Section, and Committee Chairs or Co-Chairs, shall periodically report to the President, Executive Committee and the Board of Governors on the activities and initiatives of the Divisions, Sections, and Committees and of the office, and shall perform such other duties as the President or the Board of Governors may from time to time direct.

**(j) Secretary.** The Secretary shall prepare, publish, and keep the minutes of all meetings of the Membership, Executive Committee 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, Executive Committee and the Membership, and shall perform such other duties as the President or the Board of Governors may from time to time direct.

**(k) Treasurer.** The Treasurer shall supervise the safekeeping of the funds and investments of the Association and shall periodically report on the financial condition of the Association to the President, Executive Committee and the Board of Governors. Together with

the President-Elect and the Executive Director, the Treasurer shall submit an annual budget, which shall include the annual convention and conference budgets (the “Annual Budget”) to the Executive Committee for its review and approval. The Executive Committee shall present its recommendation for the Annual Budget to the Board of Governors for a vote no later than thirty (30) days into 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 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.

**(l) Deputies.** To assist in performing their duties, and with the advice and consent of the President, the Secretary, Treasurer, General Counsel, and each Vice-President may appoint up to five (5) individuals from among the Voting Members and Law Student Members in good standing, to assist in the performance of their duties (“Deputy” or “Deputies”). In the event that the Secretary, Treasurer, General Counsel or a Vice-President is not present at any meeting of the Board of Governors or the Executive Committee, that Officer’s designated Deputy may vote and act at such meetings in the place and stead of that Officer in any manner and with such power as that Officer 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 appointing Officer. If the Secretary, General Counsel or Treasurer fails to appoint a Deputy within forty-five (45) calendar days after assuming office, then the President may appoint a Deputy. Each Deputy shall perform such duties as the Secretary, Treasurer, General Counsel or a Vice-President may delegate and shall perform such other duties as the President or the Board of Governors may from time to time direct.