

**THE HISPANIC NATIONAL BAR ASSOCIATION AMENDED AND RESTATED
BY-LAWS**

*Hispanic National Bar Association
Amended and Restated Bylaws
Amended September 9, 2023*

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ARTICLE I

NAME AND PURPOSE

Section 1. Name

The name of the corporation shall be the HISPANIC NATIONAL BAR ASSOCIATION (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 Association. The Association is a not-for-profit corporation organized under the District of Columbia Nonprofit Corporation Act.

Section 2. Mission

The HNBA is a national association of attorneys, judges, law students, and other legal professionals whose mission is to educate, engage, and empower practicing and aspiring members of the Hispanic legal community and advocate on issues that impact the broader Hispanic community.

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 (individually, “Member” and collectively the “Members”) that meet the requirements for membership as provided by the Hispanic National Bar Association Amended and Restated Bylaws (the “Bylaws”). The Association reserves the right to review and reject a membership application and/or remove a Member from its rolls consistent with these Bylaws and any applicable policy of the Association. It shall be the duty of all Members to notify the Association about a change in membership status. All Members belong to the Region (as defined in Article V) which they designate as their Region on their membership application.

Section 2. Classes of Membership

The Association shall have the following classes of Membership:

I. Individual Membership

(a) **Regular Member.** Any person admitted to practice law and in good standing of a bar of a state, commonwealth or territory of the United States or the District of Columbia,

including judges, magistrates and commissioners of the courts, is eligible to be a member of the Association (“Regular Member”). Regular Members in good standing shall have the right to nominate and vote, hold office, and otherwise participate in the activities of the Association as provided in these Bylaws. Unless otherwise prohibited by these Bylaws, Regular Members in good standing may also participate in such other activities of the Association as authorized by the Executive Committee.

(b) **Law Student Member.** 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 (“Law Student Member”) under such conditions and with such rights, privileges, and limitations as the Bylaws provide. Law Student Members shall not hold office or be considered for nomination to the Board of Governors, Regional President or any officer position of the Association, except as Chair or Co-Chair of the Law Student Division as provided in these Bylaws. Law Student Members, whether or not in good standing, shall not vote or participate in nominating a member of the Board of Governors, an officer of the Association, a Regional President, or Chair or Co-Chair of a Division except for Chair or Co-Chair of the Law Student Division but may otherwise participate in the activities of the Association as provided in these Bylaws. Unless otherwise prohibited by these Bylaws, Law Students Members in good standing may also participate in such other activities of the Association as authorized by the Executive Committee.

(c) **Pre-Law Member.** Any individual who is at least eighteen (18) years of age, not enrolled in law school, and not admitted to practice law in the United States but is interested in pursuing a legal education or career in the legal field is eligible to become a pre-law member of the Association (“Pre-Law Member”) under such conditions and with such rights, privileges, and limitations as the Bylaws provide. Pre-Law Members shall not hold office or be considered for nomination to the Board of Governors, Regional President or any officer position of the Association. Pre-Law Members shall not have the right to vote or participate in nominating a member of the Board of Governors, an officer of the Association, a Regional President, or Chair or Co-Chair of a Division, but may otherwise participate in the activities of the Association as provided in these Bylaws. Unless otherwise prohibited by these Bylaws, Pre-Law Members in good standing may also participate in such other activities of the Association as authorized by the Executive Committee.

(d) **Legal Professional Member.** Any individual who is not admitted to practice law in any territory or country 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 (“Legal Professional Member”). Examples of Legal Professional Members include but are not limited to: non-lawyer diversity, equity and inclusion professionals, legal assistant, paralegal, administrator, legal secretary, conflicts of interest specialist, contract analyst, court reporter, legal transcriptionist, legal recruiter, compliance officer, process server, mediator, jury consultant, title examiner, technical specialist, and patent agent. Legal Professional Members shall not hold office or be considered for nomination to the Board of Governors, Regional President or any officer position of the

Association, except as Chair or Co-Chair of a Division or as Treasurer. Legal Professional Members in good standing shall have the right to nominate and vote and otherwise participate in the activities of the Association as provided in these Bylaws. Unless otherwise prohibited by these Bylaws, Legal Professional Members in good standing may also participate in such other activities of the Association as authorized by the Executive Committee.

(e) **Foreign Attorney Member.** Any person licensed or admitted to practice law in a territory or country other than the United States is eligible to become a foreign attorney member of the Association (“Foreign Attorney Member”) under such conditions and with such rights, privileges, and limitations as the Bylaws provide. Foreign Attorney Members shall not hold office or be considered for nomination to the Board of Governors, Regional President, or any officer position of the Association, except as Chair or Co-Chair of a Division. Foreign Attorney Members in good standing who reside and are employed in the United States shall have the right to nominate and vote and otherwise participate in the activities of the Association as provided in these Bylaws. Unless otherwise prohibited by these Bylaws, Foreign Attorney Members in good standing may also participate in such other activities of the Association as authorized by the Executive Committee.

II. Organizational and Special Membership

(a) **Affiliate Organization Member.** An organization comprised of attorneys, foreign attorneys, judges, law students, and other legal professionals whose core mission is to seek to advance the interests of the Hispanic legal community is eligible to be an affiliate organization member of the Association (“Affiliate Organization”) and participate in the activities of the Association as provided in these Bylaws. An Affiliate Organization shall not vote, be considered for nomination, hold office or participate in nominating a member of the Board of Governors, an officer position of the Association, a Regional President, or Chair or Co-Chair of a Division, except an Affiliate Organization in good standing pursuant to Article VII, Section 2 shall have the right to vote for President-Elect pursuant to Article VII, Section 8(a) and participate and vote in disciplinary proceedings of Members pursuant to Article VII, Section 8(b). All Affiliate Organizations in good standing are eligible to join the Council of Affiliates pursuant to Article VII, Section 5. Unless otherwise prohibited by these Bylaws, Affiliate Organizations in good standing may also participate in such other activities of the Association as authorized by the Executive Committee.

(b) **Associate Organization Member.** Any organization not eligible to be an Affiliate Organization that is focused on advocating for issues that impact the Hispanic community or any organization that supports the mission of the Association or the Hispanic legal community is eligible to be an associate organization member of the Association (“Associate Organization”) and participate in the activities of the Association as provided in these Bylaws. An Associate Organization shall not vote, be considered for nomination, hold office or participate in nominating a member of the Board of Governors, an officer position of the Association, a Regional President, or Chair or Co-Chair of a Division. Unless otherwise prohibited by these Bylaws, Associate Organization Members in good standing may also participate in such other activities of the Association as authorized by the Executive Committee.

(c) **Law Student Organization Member.** Any law student organization from any of the law schools in a state, commonwealth or territory of the United States or the District of Columbia, or in any country other than the United States, is eligible to be a law student organization member of the Association (“Law Student Organization”) and participate in the activities of the Association as provided in these Bylaws. A Law Student Organization shall not vote, be considered for nomination, hold office or participate in nominating a member of the Board of Governors, an officer position of the Association, a Regional President, or Chair or Co-Chair of a Division. Unless otherwise prohibited by these Bylaws, Law Student Organization Members in good standing may also participate in such other activities of the Association as authorized by the Executive Committee.

(d) **Special Membership.** The Executive Committee, 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 except that any such additional classes of membership may only hold office, be provided nominating or voting rights or be considered for nomination to the Board of Governors, an officer position of the Association, a Regional President, or Chair or Co-Chair of a Division pursuant to a revision to these Bylaws.

Section 3. Application for Membership

(a) An individual or organization recognized under Section 2 of these Bylaws shall submit to the Association a completed application for Membership in such form and manner as prescribed by the Executive Committee from time to time and shall be accompanied by the full amount of the dues prescribed by the Executive Committee from time to time. Affiliate Organizations shall also comply with the application provisions contained in Article VII, Section 1.

(b) The National Office (defined as the Association’s Executive Director and staff) shall maintain records of the Members of the Association, including information pertaining to Membership renewal and expiration dates in an accessible place known to the President. It is the Member’s responsibility to promptly update their own membership information.

Section 4. Dues

(a) The Members who have paid their Association membership dues in full and have provided their complete and updated member information to the Association, as required in Article II, Section 3, and who are in compliance with these Bylaws and the Association’s policies, shall be deemed to be in good standing.

(b) Written notice of non-payment of dues shall be sent by the Association to a Member at the Member’s last known address by electronic or regular mail. The Association shall strike from the Membership roll the name of any Member whose dues has not been paid no later than June 30th of that year. Any Regular Member, eligible Foreign Attorney Member, and Legal Professional Member (collectively, the “Voting Members”) not in good standing as of June 30th

of any given calendar year shall not be allowed to vote in that year's election of Officers, Regional Presidents, Chair or Co-Chairs of Divisions, or any other member of the Board of Governors as prescribed in these Bylaws. Law Student Members not in good standing as of June 30th of any given calendar year shall not be allowed to vote in that year's election of Law Student Division Chairs or Co-Chairs as prescribed in these Bylaws. By July 7th of the calendar year the Association shall identify to the Elections Committee a list of all Members eligible to vote in that year's election of Officers, Regional Presidents, Chairs or Co-Chairs of Divisions, or any other member of the Board of Governors 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 Association via regular mail or email.

(b) The Association, through its Executive Committee, may discipline a Member, including, but not limited to, censure, suspension or termination: (i) who is in default in the payment of membership dues as outlined in Article II, Section 4(b) who fails to provide complete and updated member information as required by these Bylaws; (ii) who 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 or territory of the United States, District of Columbia, foreign territory or foreign country; (iii) for good cause (which shall mean the inability or incapacity to serve, malfeasance or conduct that brings discredit to the Association); (iv) who is found to have violated the Association's Code of Conduct or other policy; and (v) who ceases to be a member of the bar of any state, commonwealth, or territory of the United States, District of Columbia, foreign territory or foreign country as a result of misconduct.

(c) Any Member of the Association may be disciplined by a majority vote of the Executive Committee members present at a regular or special meeting of the Executive Committee. No Member may be disciplined, including, but not limited to, censure, suspension, or termination of membership unless such Member is given written notice by the Association seven (7) calendar days before the next regular or special Executive Committee meeting where the Member will be given reasonable opportunity to be heard and present evidence in support of why disciplinary action is not warranted. The notice shall include the alleged cause for disciplinary action.

(d) A disciplined or complaining Member may appeal the Executive Committee's decision within seven (7) calendar days of the Executive Committee's decision to either (i) the Board of Governors or (ii) a Special Appellate Committee, which Special Committee shall consist of both the Board of Governors and one representative from each Affiliate Organization in good standing and in compliance with these Bylaws, including Article VII, who is identified by the Affiliate Organization and who is a Regular Member in good standing. The notice of 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, except a candidate for the position of Vice-President of External Affairs shall also be deemed qualified if, at the time of their nomination, they have any combination of at least a total of five (5) years of (i) being a member in good standing of a bar in any state, commonwealth or territory of the United States, and (ii) work experience relevant to their positions as set forth in Article III, Section 4(f) and in particular, work experience in public policy, government relations and affairs, or lobbying. The above 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.

Section 5. Removal

Any Officer may be removed from office for good cause by two-thirds vote of the Executive Committee members present at a regular or special meeting of the Executive Committee. For the purpose of this paragraph, “good cause” for removal shall mean inability or incapacity to serve, malfeasance, conduct that brings discredit to the Association, including but not limited to, violation of the Association’s Code of Conduct or other policy, or failure to perform their duties. Notice of Intent to Remove must be provided in writing to the Officer by the Executive Committee at least seven (7) calendar days before the next regular or special Executive Committee meeting. The Notice shall include the cause for removal and facts alleging good cause for removal.

The Officer shall have an opportunity to be heard and present evidence in support of why removal is not warranted. An Officer may appeal the Executive Committee’s decision within seven (7) calendar days of the Executive Committee’s decision to the Board of Governors.

The decision by the Board of Governors to reverse the Executive Committee’s decision shall be made by a two-thirds vote of the Board of Governors members present at the meeting and the determination regarding removal shall be final. If the Board of Governors does not reverse the Executive Committee’s decision, the decision of the Executive Committee 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 Executive Committee or Board of Governors on a matter relating to the function or mission 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 mission 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, to support or oppose any public candidate, for personal or charitable purposes, or to support or oppose any public issue unless the Board of Governors or the Executive Committee has taken a position on the issue.

(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 Division, Section, Committee or Commission 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 no 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, the Executive Committee 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, Executive Committee and the Board of Governors on all matters pertaining to the office of General Counsel. In the event that the General Counsel or any Deputy General Counsel is not present at any meeting of the Board of Governors or the Executive Committee, the President, in their sole discretion, may appoint a member of the Board of Governors present at such meetings, to 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 General Counsel shall be appointed for a one-year term that expires at the expiration of the President's term.

The General Counsel shall be an independent officer providing advice and counsel to the President, Executive Committee and Board of Governors. As an Office, the General Counsel shall be a non-voting member of the Executive Committee and Board of Governors.

Section 8. Vice-President of Fundraising and Development

The President shall appoint the Vice-President of Fundraising and Development no later than thirty (30) calendar days after assuming office and such appointment shall expire at the expiration of the President's term. The Vice-President of Fundraising and Development shall periodically report to the President, Executive Committee, and the Board of Governors on all matters pertaining to fundraising and development. The Vice-President of Fundraising and Development shall oversee the leadership, strategy, planning and guidance for the comprehensive fundraising efforts and management of all development-related programs.

Section 9: Chief Compliance Officer

The Board of Governors, based on the nomination of one or more candidates for the position from Voting Members in good standing, shall elect a Chief Compliance Officer at its first meeting of the Board of Governors each year or no later than thirty (30) days thereafter. The Chief Compliance Officer shall be elected for a one-year term that expires at the expiration of the President's term. The Chief Compliance Officer must be a Regular Member in good standing in the Association for no less than three (3) of the past five (5) years immediately preceding election. The Chief Compliance Officer shall also be deemed qualified if, at the time of their nomination, they have any combination of at least a total of five (5) years of (i) being a member

in good standing of a bar in any state, commonwealth or territory of the United States, and (ii) work experience relevant to their position as set forth herein, and in particular, work experience in developing, overseeing and ensuring organization policies, procedures, and processes are in compliance with laws, rules, and regulatory requirements.

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

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

(a) Work independently to monitor the Association's compliance program and related issues, including but not limited to record keeping, audit, or reporting requirements to any regulatory body;

(b) Determine whether the compliance conditions and remedial actions related to the investigations of allegations of misconduct or corruption, and/or others are met;

(c) Determine whether the compliance conditions established by the Bylaws, the Association's policies and procedures, the Board of Governors, or the Executive Committee plus governing laws and regulations have been satisfied; and

(d) Receive reports or complaints and investigate allegations of misconduct or corruption consistent with the Association and HNBA Vision in Action policies and procedures, including, without limitation, allegations of misconduct or corruption involving the Association's external stakeholders, and pursue actions related to the same through sharing investigative findings, advice, prevention, and outreach efforts.

ARTICLE IV

EXECUTIVE COMMITTEE

Section 1. Executive Committee

The Officers shall comprise the Executive Committee. The General Counsel and the Chief Compliance Officer shall be non-voting members of 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 Association's 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 in 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 the 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 executive session 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, Video or Electronic Communications

The Executive Committee may conduct meetings by telephone conference, video 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 U.S. Virgin Islands.

Section 2. Regional Presidents

A Region shall have a Regional President (“Regional President”) elected from each Region as established by these Bylaws.

Section 3. Election and Terms

(a) All Voting Members in good standing as of June 30th of each year shall be eligible

to vote in the Regional President's election for the Region in which they reside and designate as their Region on their membership application 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 they reside. 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 (2) years thereafter;

Regions II, IV, VI, VIII, X, XII, XIV, XVI, and XVIII – 2008 and every two (2) 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 (2) 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, or as otherwise set by resolution, 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 (2) 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 Members residing in their Region. The primary functions of a Regional President shall be to:

- (a) Conduct and assist with fundraising activities in their Region;
- (b) Actively promote the Association in their Region, including actively participating in the activities of the Affiliate Organizations, Law Student Organizations, Associate Organizations and other bar associations in their Region;
- (c) Actively recruit qualified persons and organizations within their Region to join the Association as Members;
- (d) Periodically report to the Vice-President of Regions on the activities and initiatives in their Region;

(e) Organize and attend Association events in the Region; and

(f) Perform such other duties as the President, the Vice-President of Regions, or the Board of Governors may from time to time direct.

Each Regional President shall appoint from time to time one or more Deputy Regional Presidents from among the Voting Members and Law Student Members in good standing in their Region as deemed necessary to carry out their 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, after consultation with the Vice-President of Regions, may appoint such Deputy Regional Presidents in such Regions as they, in their discretion deem necessary. The names of all Deputy Regional Presidents must be provided to the President, Secretary and Executive Director 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, 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 their 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 manner and with such power as such Regional President may have under these Bylaws, provided that advance notice is given to the Secretary and President. 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.

Section 6. Reports

Each Region shall submit a written report to the Board of Governors on all matters pertaining to the activities of the Region and any other matters as directed by the President or Vice-President of Regions from time to time. Each Region shall submit an annual report to the Board of Directors as directed by the President or Vice-President of Regions at least fifteen (15) calendar days before the Annual Convention.

ARTICLE VI

BOARD OF GOVERNORS

Section 1. Board Composition

The voting members of the Board of Governors shall be the Officers as defined in Article III, Section 1 (with the exception of the General Counsel and Chief Compliance Officer), Council Delegates as defined in Article VII, Section 6, the Regional Presidents, the immediate Past-President, a Judicial Division Chair, a Law Student Division Chair, a Latina Commission Chair, a Corporate Counsel Division Chair, and a LGBT Division Chair (collectively, the “Board”). In the event the Chair position is held by more than one person, the Co-Chairs from their respective Divisions shall have only one vote as part of the Board of Governors. The President shall not

vote except in the event a Board of Governors vote results in a tie. No person shall hold more than one office on the Board of Governors or seek election for more than one Board of Governors position in the same election year. No Council Delegate shall vote on any matter before the Board of Governors being voted on by Affiliate Organizations pursuant to Article VII, Section 8.

Section 2. Power of the Board

The Board of Governors 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 upon the President's nomination and the Chief Compliance Officer upon any recommendation for candidates for the position by Voting Members in good standing.

Section 3. Eligibility and Commencement of Term

To be eligible for election or appointment to the Board of Governors as a Regional President or Officer, a person must be a Regular Member in good standing and must have been elected or appointed as provided in these Bylaws. Except for the Chair or Co-Chair of the Law Student Division, to be eligible for membership on the Board of Governors as a Division Chair, a person must be a Voting Member of the respective Division in good standing and designated by the members of the Association's respective Division to act as the Division Chair or Co-Chair as provided in these Bylaws. To be eligible for membership on the Board of Governors as the Law Student Division Chair or Co-Chair, a person must be a Law Student Member in good standing and designated by the members of the Law Student Division to act as the Division Chair or Co-Chair as provided in these Bylaws.

To be eligible for membership on the Board of Governors as a Council Delegate, a person must represent that they are (i) a member in good standing of an Affiliate Organization; (ii) a Regular Member in good standing of the Association; and (iii) have been duly elected by the members of the Council of Affiliates to act as one of up to the five (5) Council Delegates, except that from the adjournment of the 2023 Annual Convention to the adjournment of the 2024 Annual Convention, the President will appoint up to five (5) Council Delegates. Up to three (3) of the presidential appointed Council Delegates shall serve a one-year term until the adjournment of the 2024 Annual Convention and up to the other two (2) Council Delegates shall serve a two (2) year term until the adjournment of the 2025 Annual Convention.

To be eligible for membership on the Board as the Latina Commission Chair, a person must (i) be a Voting Member in good standing; and (ii) have been duly appointed to the position on the Latina Commission. The term of each new member of the Board of Governors shall commence at the adjournment of the Association's Annual Convention following the election or appointment of the new members of Board of Governors, or as otherwise set by resolution.

Section 4. Meetings of the Board

Regular meetings of the Board of Governors 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 of Governors. Special meetings of the Board of Governors may be called by the President upon written notice of at least five (5) business days to the members of the Board of Governors, or by any eleven (11) members of the Board of Governors upon written notice of at least five (5) business days to the President and the other members of the Board of Governors, and may be held at such time and place as stated in the notice thereof. Emergency meetings of the board of Governors 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 of Governors 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 (45) day period. Non-members of the Board of Governors who are Members of the Association may attend meetings of the Board of Governors. All Affiliate Organization Members in good standing shall be invited to attend regular meetings of the Board of Governors. Non-members of the Association can only attend meetings of the Board of Governors upon the invitation of the President.

Section 5. Executive Session

The Board of Governors 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 of Governors, and such others as the Board of Governors 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 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 of Governors 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 of Governors shall from time to time prescribe.

(d) The financial obligation of the Association to any Division, Committee, Section, Commission or Region shall be limited to the amount budgeted for it and shall cease upon payment of that amount unless the Board of Governors authorizes otherwise.

(e) Any liability incurred by any Division, Committee, Section, Commission, 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, Commission,

Region, or by Members thereof not in accordance with the policies of the Board of Governors 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 of Governors, attendance of at least one-third of all voting members of the Board of Governors shall constitute a quorum for the transaction of any business of the Board of Governors. If fewer than the requisite number of voting members of the Board of Governors are present, the Board of Governors may adjourn from day to day until a quorum is reached.

Section 8. Presumption of Assent

A voting member of the Board of Governors who is present at a meeting of the Board of Governors at which action on any matter is taken shall be presumed to have assented to the action taken (i) unless their dissent shall be entered in the minutes of the meeting, (ii) unless they file their written dissent to such action with the Secretary or Deputy Secretary before adjournment thereof, or (iii) unless they forward 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 of Governors that voted in favor of such action.

Section 9. Board Meeting Attendance

It is the duty of each member of the Board of Governors to attend the regular and special meetings of the Board of Governors. Attendance shall be in person when feasible. Failure to attend a regularly set Board of Governors meeting without good cause constitutes an unexcused absence. Any member of the Board of Governors who accumulates two (2) unexcused absences during their Board term shall be presumed unable to carry out the duties of office and may be replaced or removed in accordance with Section 12 below. For an absence to be “excused”, the member of the Board of Governors must notify the President and Secretary by email at least forty-eight (48) hours prior to the Board of Governors meeting, unless prevented by exigent circumstances, and further submit an appropriate Board of Governors report to the Secretary prior to the meeting.

Section 10. Board Action by Written Consent

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

Section 11. Board Meeting by Telephone, Video or Electronic Communications

The Board of Governors may conduct meetings by telephone conference, video conference or similar communications equipment that enables all the Board of Governors

members participating in the meeting to hear each other at the same time. Participation in a meeting of the Board of Governors 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.

Section 12. Removal

Any member of the Board of Governors may be removed from the Board of Governors for good cause by two-thirds vote of the Executive Committee members present at a regular or special meeting of the Executive Committee. For the purpose of this paragraph, “good cause” for removal shall mean inability or incapacity to serve, malfeasance, two (2) unexcused absences, during their Board term, conduct that brings discredit to the Association, including but not limited to, violation of the Association’s Code of Conduct or other policy, or failure to perform their duties. notice of Intent to Remove must be provided in writing to the member of the Board of Governors by the Executive Committee at least seven (7) calendar days before the next regular or special Executive Committee meeting. The Notice shall include the cause for removal and facts alleging good cause for removal.

The member of the Board of Governors shall have an opportunity to be heard and present evidence before the Executive Committee in support of why removal is not warranted. A member of the Board of Governors may appeal the Executive Committee’s decision within seven (7) calendar days of the Executive Committee’s decision to either (i) the Board of Governors or (ii) a Special Appellate Committee, which Special Committee shall consist of both the Board of Governors and one representative from each Affiliate Organization in good standing and in compliance with these Bylaws, including Article VII, who is identified by the Affiliate Organization and who is a Regular Member in good standing. The notice of 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.

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 VII

AFFILIATE ORGANIZATION

Section 1. Application for Affiliate Organization Membership

The president, secretary or other officer of the applying affiliate organization (the Applicant) shall submit to the Association a completed application for review consistent with Article II, Section 1. The application form shall be provided and may be updated from time to time by the Executive Committee. However, the application shall include, without limitation, a list of the affiliates' officers with their names and contact information, and a certification that the affiliate shall vote in the "best interests" of the Association. The application shall be accompanied by the dues prescribed from time to time by the Executive Committee.

The National Office shall maintain the membership and good standing records of the Affiliate Organizations, including information pertaining to Membership renewal and expiration dates, membership dues in an accessible place known to the President. It is the Affiliate Organization's responsibility to promptly update its own membership and contact information.

Section 2. Good Standing and Dues

(a) An Affiliate Organization shall be deemed to be in good standing if it has (i) complied with its obligations under Article II; (ii) paid its Association membership dues in full; (iii) submitted its application for Membership and had it approved by the Association; and (iv) provided its completed and updated Affiliate Organization contact information to the Association. Furthermore, in order for an Affiliate Organization to be in good standing and eligible to vote for President-Elect or participate and vote in disciplinary proceedings as authorized by these Bylaws, the Affiliate Organization must (i) have been an Affiliate Organization for at least six (6) months prior to any vote; and (ii) been a member of the Council of Affiliates in good standing as defined in the approved Council of Affiliates bylaws. To the extent that an issue arises where there is a conflict of interest between the Affiliate Organization and the Association, the Affiliate Organization shall abstain from the vote.

(b) Written notice of non-payment of dues shall be sent by the Association to an Affiliate Organization at their last known address by electronic or regular mail.

Section 3. Termination of Affiliates

(a) An Affiliate Organization may resign from the Association at any time effective upon receipt of the Member's written resignation to the Association via regular mail or email.

(b) An Affiliate Organization may be terminated for good cause by an affirmative two-thirds vote of the Executive Committee members present at a regular or special meeting of the Executive Committee. For the purpose of this paragraph, "good cause" shall mean inability or incapacity to serve, malfeasance, conduct that brings discredit to the Association, including violation of the Association's Code of Conduct or other policy, or failure to perform its duties.

Notice of Intent to Terminate for good cause must be provided in writing to the Affiliate Organization by the Executive Committee at least thirty (30) calendar days before the next regular or special Executive Committee meeting. The Notice shall include the cause for termination and facts alleging good cause for termination.

The Affiliate Organization terminated for good cause shall have the opportunity to be heard and present evidence in support of why termination is not warranted. An Affiliate Organization may appeal the Executive Committee's decision to either (i) the Board of Governors or (ii) a Special Appellate Committee, which Special Committee shall consist of both the Board of Governors and one representative from each Affiliate Organization in good standing and in compliance with these Bylaws, including Article VII, who is identified by the Affiliate Organization and who is a Regular Member in good standing. The notice of 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.

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.

Section 4. Benefits

The Board of Governors or the Executive Committee may from time to time set, define, establish, or provide membership benefits to Affiliate Organizations.

Section 5. Council of Affiliate Organizations

All Affiliate Organizations in good standing are eligible to join the Council of Affiliate Organizations (the "Council of Affiliates"). The purpose of the Council is to promote engagement, identify issues and topics relevant to the Affiliate Organizations and provide support to the Affiliate Organizations. The Council of Affiliates shall be chaired by the Vice-President of Affiliates and Associates. The Council of Affiliates will meet at least twice a year.

Section 6. Council of Affiliate Delegates

Each Affiliate Organization may designate up to two (2) of its members to be its representative(s) on the Council of Affiliates. The Council of Affiliates will establish Bylaws, which shall be submitted to and approved by the Board of Governors, which Bylaws shall include a procedure for the election of up to five (5) representatives from different Affiliate Organizations to serve as voting delegates and members of the Board of Governors and represent the interests

of the Council of Affiliates on the Board of Governors (the “Council Delegates”). However, from the adjournment of the 2023 Annual Convention to the adjournment of the 2024 Annual Convention, the President will appoint up to five (5) Council Delegates. Up to three (3) of the presidential appointed Council Delegates shall serve a one-year term until the adjournment of the 2024 Annual Convention and up to the other two (2) Council Delegates shall serve a two (2) year term until the adjournment of the 2025 Annual Convention.

The Council Delegates must be from different Affiliate Organizations, be Regular Members in good standing under Article II, and represent that they are members in good standing of an Affiliate Organization. Each Council Delegate shall be elected by a plurality of the affiliate representatives casting their votes. Except as otherwise provided above, each individual serving as a Council Delegate shall take office at the adjournment of the next Annual Convention following such election, or as otherwise set by the Board of Governors, shall hold office for a term of two (2) years thereafter, and thereafter shall not be eligible to serve as a Council Delegate for more than two (2) terms. For the avoidance of doubt, although an individual serving as a Council Delegate on behalf of an Affiliate Organization may only serve a total of two (2) terms, that Affiliate Organization may nonetheless be represented by a different individual as a Council Delegate if so elected.

Section 7. Vacancy

Should a Council Delegate position become vacant, the Executive Committee shall elect a Regular Member in good standing who is also a representative to the Council of Affiliates to fill the vacancy until the end of the unexpired term. Election to a vacant Council Delegate position shall not disqualify a person from seeking election as a Council Delegate upon the conclusion of the unexpired term.

Section 8. Voting

- (a) Affiliate Organizations shall not be members of the Board of Governors and shall not have the right to vote on any matter of the Association, except as follows:
- (b) Affiliate Organizations in good standing shall have the right to vote for President-Elect in the manner provided for in these Bylaws;
- (c) Affiliate Organizations in good standing shall have the right to participate and vote in disciplinary proceedings in the manner provided for in these Bylaws by serving as a member of a Special Appellate Committee.
- (d) Affiliate Organizations in good standing may vote on a matter at the request and with the approval of (i) the Executive Committee by a majority vote except that the Executive Committee shall not grant Affiliate Organization Members the right to vote on any employment and/or compensation matters or the Association’s financial and/or budgetary matters or (ii) any matter requested and approved by the Board of Governors by a two-thirds vote.

- (e) When voting on any matters identified in subsections (b), (c), or (d) of this Article VII, Section 8, the total aggregate votes of Affiliate Organizations shall not exceed forty percent (40%) of the total number of the Board of Governor members. If the Council of Affiliates' votes exceeds the forty percent (40%) threshold, the Council of Affiliates will determine which Affiliate Organizations shall vote to avoid exceeding the forty percent (40%) threshold.
- (f) Affiliate Organizations shall not vote on any such matter or in any such election where the Council Delegates vote.

Section 9. Reports

The Council of Affiliates shall submit a written report to the Board of Governors on all matters pertaining to the activities of the Council of Affiliates and any other matters as directed by the President or the Vice-President of Affiliates and Associates from time to time. The Council of Affiliates shall submit an annual report to the Board of Governors as directed by the President or Vice-President of Affiliates and Associates at least fifteen (15) calendar days before the Annual Convention.

Section 10. Bylaws.

The Council of Affiliates shall have bylaws that are consistent with the purpose of the Association, the Association's Bylaws, and the policies of the Board of Governors. The initial bylaws of the Council of Affiliates shall be voted on by the Council of Affiliates and then presented to the Board of Governors and shall become effective upon the Board of Governors' approval. Bylaw amendments of the Council of Affiliates are effective upon approval by the Executive Committee.

ARTICLE VIII

ANNUAL CONVENTION & CORPORATE COUNSEL CONFERENCE

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 July 15th and no later than September 30th. With respect to the Corporate Counsel Conference, it shall be held no earlier than February 15th and no later than April 15th. For good cause, the Board of Governors may by Board resolution reschedule the Corporate Counsel Conference or the Annual Convention to any feasible date or cancel or otherwise modify the occurrence of either event.

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 Voting 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 Voting Members in good standing present at the meeting shall be necessary for the adoption of any matter at all meetings and special meetings of the Membership, 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 hire or 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, or otherwise at the Board of Governor's first meeting of the Board year. 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 in an accessible place known to the President.

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 Executive Committee. If the total change in compensation is an increase or decrease of more than ten percent (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 may be made only as provided in this Article.

Section 2. Nominations Committee

(a) The Standing Committee on Nominations ("Nominations Committee") shall consist of the President, the President- Elect, the Immediate Past-President and four (4) to eight (8) Voting 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 themselves, appointing a Deputy General Counsel.

(b) The term of each member of the Nominating Committee begins no later than on May 1st 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 Nominations Committee shall also be responsible for confirming the eligibility of each Affiliate Organization to vote on President-Elect. The Nominations Committee also shall nominate three (3) members to the Elections Committee.

Section 3. Elections Committee

(a) A Committee consisting of the General Counsel and three (3) Voting Members in good standing nominated by the Nominations Committee and appointed by the President, and three (3) Voting Members in good standing appointed by the President shall constitute the Standing Committee on Elections (“Elections Committee”). None of the Elections Committee members shall be a nominee for elective office or otherwise have a direct interest (as defined in the Association’s Conflict of Interest Policy) in the election of any particular candidate so as to compromise the fairness or the appearance of fairness of the election process. The Voting Members on the Elections Committee shall not concurrently serve on the Nominations Committee. The General Counsel shall serve as the Chair of the Elections Committee. If the General Counsel is a nominee for elective office, then the President shall appoint an additional Voting Member to serve as Chair.

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

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

Section 4. Procedure: Nomination of Candidates

(a) Following a Board of Governors-approved procedure, the Nominations Committee in its discretion may, by majority vote, deem a candidate ineligible to run for office, for failure to meet qualifications or for Code of Conduct violations that were adjudicated by the Executive Committee and/or on appeal. The Nominations Committee shall report eligible candidates to the Elections Committee 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 Nominations Committee’s reasons. Any such decision of the Nominations Committee is appealable to the Elections Committee, in writing, within three (3) days from the date the candidate is notified of the Nominations Committee’s decision. The Election Committee shall make a decision after the hearing and reviewing all the evidence at a time and place designated by the Elections Committee. The decision of the Elections Committee may be appealed to the Executive Committee within twenty-four (24) hours of receipt of the Election Committee’s decision. Decisions of the Executive Committee are final.

(b) Candidates for Officer and Regional Presidents will be eligible for vetting and approval by the Nominations Committee only after submitting to the Nomination 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 Nominations 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 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 (2) Regular 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 1st. A Regular Member seeking to be elected as an Officer or Regional President may submit a Self-Nomination to the Nominations Committee no later than June 30th. The Nominations Committee shall make its nominations on or before July 7th. The Secretary shall then cause to be issued electronic notice identifying the nominees to all Voting Members in good standing no later than July 14th.

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

(g) No later than July 7th, the Secretary shall provide the Chair of the Elections Committee with a final list of Voting 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 Voting 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, no later than July 22nd, 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 Voting 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 Committee may direct.

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

(d) A candidate for an Officer position (except for President-Elect) or Regional Presidents shall be elected upon receiving a plurality of the total votes cast by Voting 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 10th and shall communicate the results to the Elections Committee and to the President on the same day.

(f) The results of the election shall be announced to the candidates within two (2) 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 and any present Affiliate Organizations in good standing at the July Board of Governors meeting, which is to be scheduled no later than the last Saturday 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 and any present Affiliate Organizations in good standing, 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 (not including Council Delegates) and Affiliate Organizations in good standing and in compliance with these Bylaws, including Article VII, Sections 2 and 8 for up to seven (7) 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 (not including Council Delegates) and Affiliate Organizations in good standing and in compliance with these Bylaws, including Article VII, Sections 2 and 8. The total aggregate votes of Affiliate Organizations shall not exceed forty percent (40%) of the total number of the Board of Governor members. If the Council of Affiliates' votes exceeds the

forty percent (40%) threshold, the Council of Affiliates will determine which Affiliate Organizations shall vote to avoid exceeding the forty percent (40%) threshold. 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 Committee in writing no later than five (5) calendar days after the candidates are notified of the results.

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

(c) The decision of the Elections Committee may be appealed to the Executive Committee within twenty-four (24) hours of receipt of the Election Committee's decision. Decisions of the Executive Committee must be made on or before August 21st and are final.

(d) If the Elections Committee does not receive a written grievance, dispute, or challenge, in writing, within five (5) calendar days of communication of the Election results to the candidates, the Secretary shall certify the election results and the successful candidates shall be eligible to assume office upon being sworn in and taking the oath of office at the Annual Convention.

Section 8. Changes and Resolutions

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

Section 9. Notice and Quorum

The chairs of the Nominations Committee and Elections Committee shall provide to its members two (2) 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 Committee cannot act unless all of its members are present. An affirmative vote of a majority of the Elections Committee shall be required to constitute valid action by the Elections Committee.

Section 10. Written Consent

Any action by the Nominations Committee or Elections Committee may be taken without a meeting if each Nominations Committee or Elections Committee 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 Committee proceedings within three calendar days of such action.

Section 11. Meetings by Telephone, Video or Electronic Communications

The Nomination Committee and the Elections Committee may conduct meetings by telephone conference, video 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 Committee by such means shall be the same as in person presence at such meetings.

ARTICLE XII

DIVISIONS

Section 1. The Divisions

There are within the Association the following Divisions for carrying on its work.

Corporate Counsel Division
Judicial Division
Law Student Division
Lesbian, Gay, Bisexual and Transgender Law Division
Young Lawyers Division

The initial bylaws of the Divisions shall be subject to approval by the Board of Governors. Bylaws amendments of the Divisions are effective upon approval by the Executive Committee. The bylaws of the Divisions shall not be contrary to these Bylaws or the policies and procedures of the Association.

Section 2. Creation

(a) At least fifteen (15) calendar days before a meeting of the Board of Governors at which action on a proposal for the creation of a Division is to be taken, the Voting Members proponents must file with the Secretary, and provide a copy to the President and Vice-President of Divisions, Sections and Committees, a statement setting forth:

- (1) the need for the proposed Division;
- (2) the contemplated jurisdiction or class of members of the Division, which must be within the purposes of the Association and must not substantially conflict with the jurisdiction of any Division, Section Commission, or Committee whose continuance is contemplated;
- (3) the proposed bylaws of the Division, including a description of its jurisdiction;

- (4) the proposed organization of the Division, such as standing committees;
- (5) the proposed budget for the Division for the first two (2) years of its operation; and
- (6) in the case of a combination of Divisions any jurisdiction of the constituent Divisions that would not be included in that of the new Division.

(b) The Board of Governors, by an affirmative majority vote of the members present, may create a new Division, or combine existing Divisions after a report by the Vice-President of Divisions, Sections and Committees on the proposal stating the views of the Vice-President of Divisions, Sections and Committees and showing compliance with subsection (a). Notice of the creation of a new Division or combination of Divisions, along with the Vice-President of Divisions, Sections and Committees' report, must be given to the Board of Governors at least fifteen (15) calendar days before the meeting of the Board of Governors at which the proposed creation or combination will be considered.

Section 3. Discontinuance or Change of Name

The Board of Governors, by a two-thirds vote of the members present, may discontinue any Division after a report by the Vice-President of Divisions, Sections and Committees. Notice of the discontinuance, along with the Vice-President of Divisions, Sections, and Committees' report, must be given to the Board of Governors at least fifteen (15) calendar days before the meeting of the Board at which the proposed discontinuance will be considered.

Notice of any proposed change of name shall be submitted for consideration to the Board of Governors by the Vice-President of Divisions, Sections and Committees at least fifteen (15) calendar days before the meeting of the Board of Governors at which the proposed change of name will be considered. Any proposed change of name shall be approved by a majority vote of those present at the Board of Governors meeting.

Section 4. General Membership

Members of the Corporate Counsel Division, Judicial Division, Lesbian, Gay, Bisexual and Transgender Division and Young Lawyers Division are Voting Members in good standing who elect to join the respective Division and must meet the requirement of the bylaws of the respective Division. Members of the Law Student Division are Law Student Members in good standing who elect to join the Law Student Division and must meet the requirement of the bylaws of the Law Student Division.

Section 5. Leadership of a Division

A Division shall have a Chair or Co-Chairs. It may also have a Chair-elect, Vice Chairs, and such other officers as its bylaws may provide. It shall also have a board consisting of the

officers and such other members as its bylaws may provide.

Section 6. Dues

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

Section 7. Meetings

A Division shall meet at least twice a year. The times and places of meetings must be established with notice to the Vice-President of Divisions, Sections and Committees.

Section 8. Reports

A Division shall submit a written report to the Board of Governors on all matters pertaining to the activities of the Division and any other matters as directed by the President or the Vice-President of Divisions, Sections and Committees from time to time. A Division shall submit an annual report to the Board of Governors as directed by the President or Vice-President of Divisions, Sections and Committees at least fifteen (15) calendar days before the Annual Convention.

Section 9. Bylaws

A Division shall have bylaws that are consistent with the purpose of the Association, the Association's Bylaws, and the policies of the Board of Governors. The initial bylaws of a Division shall be voted on by the respective Division and then presented to the Board of Governors and shall become effective upon the Board of Governors' approval . Bylaws amendments are effective upon approval by the Executive Committee.

Section 10. Budget

A Division may submit an annual budget request to expend funds to the President 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. 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 Vice-President of Fundraising and Development, shall be maintained by the Association in accordance with generally accepted accounting principles, and used for purposes consistent with the Division's purpose. Division Chairs or Co-Chairs shall have reasonable access to Division fund financial reports.

Section 11. Membership on the Board of Governors

A Division shall have one vote on the Board of Governors. One Chair of the Division shall be a member of the Board of Governors.

Section 12. Corporate Counsel Division

(a) **Purpose.** There shall be a Division within the Association known as the Corporate Counsel Division. The purpose of the Division shall be to (1) further the Association’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; (2) promote active participation of in-house counsel members of the Association within the Association in matters of policy and governance; (3) provide in-house counsel members a greater voice and visibility within the Association; and (4) 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 Association.

(b) **Membership and Leadership.** Membership shall be open to Regular Members in good standing who are attorneys working in- house and who elect to join the Corporate Counsel Division. The Corporate Counsel Division members shall elect a Chair or Co-Chairs, who shall lead the Division’s board, and such officers of the Division as specified in the Corporate Counsel Division’s bylaws.

Section 13. Judicial Division

(a) **Purpose.** There shall be a Division within the Association known as the Judicial Division. The purposes of the Division shall be (1) to encourage the participation of all members of the judiciary in the work of the Association; (2) to provide a structure for Hispanic judges to support the American judicial system; (3) to help improve the quality and administration of justice in the United States; (4) to promote the benefits of a fair and independent judiciary; and (5) to further access to justice for all. The Judicial Division may also foster interaction and networking between and among members of the Hispanic bench and bar. The Judicial Division shall not engage in any activity nor support any position that may be in conflict with the American Bar Association Model Rules of Professional Conduct or with the ethical rules of any jurisdiction.

(b) **Membership and Leadership.** Membership shall be open to all Regular Members who occupy or have occupied a judicial role, including but not limited to, judges, magistrates, and commissioners of the court. The Judicial Division members shall elect a Chair or Co-Chairs, who shall lead the Division’s board, and such officers of the Division as specified in the Judicial Division’s bylaws.

Section 14. 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 purpose of the LGBT Division shall be to (1) 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; (2) represent LGBT lawyers and legal professionals in the Association and to represent the

Association to them; (3) to help shape the policies and priorities that affect LGBT lawyers and legal professionals and the legal culture in which they practice; (4) create a deliberative forum for the exchange and expression of LGBT lawyers and legal professionals' views, and a voice to advocate those views; and (5) otherwise 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 broader LGBT community, and promoting the expertise, advancement, and empowerment of Hispanic LGBT professionals.

(b) **Membership and Leadership.** Membership shall be open to Voting Members, Law Student Members, or Pre-Law Members in good standing who identify as LGBT or as an LGBT ally and who elect to join the LGBT Division. The LGBT Division Voting Members shall elect a Chair or Co-Chairs, who shall lead the Division's board, and such officers of the Division as specified in the LGBT Division's bylaws.

Section 15. Law Student Division

(a) **Purpose.** There shall be a Division within the Association known as the Law Student Division. The purpose of the Law Student 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.

(b) **Membership and Leadership.** Membership shall be open to all Law Student Members in good standing. The Division members shall elect a Chair or Co-Chairs who shall lead the Law Student Division's board and such officers as specified in the Law Student Division's bylaws. The Law Student Division's board shall include a Region Representative from each of the Association's Regions who may collaborate with the respective Regional President.

Section 16. Young Lawyers Division

(a) **Purpose.** There shall be a Division within the Association known as the Young Lawyers Division. The purpose of the Young Lawyers Division shall be to (1) further the Association's goals and purposes, and thereby to serve the community and the legal profession; (2) represent young lawyers in the Association and to represent the Association to them; (3) help shape the policies and priorities that affect young lawyers and the legal culture in which they practice; and (4) create a deliberative forum for the exchange and expression of young lawyers' views, and a voice to advocate those views.

(b) **Membership and Leadership.** Membership shall be open to all Regular Members and Foreign Attorney Members in good standing who were admitted to practice within six (6) years of receiving their first bar license, or who are less than thirty-six (36) years old and who elect to join the Young Lawyers Division. The Young Lawyers Division members shall elect a Chair or Co-Chairs who shall lead the Division's board and such officers as specified in the Young Lawyers Division's bylaws. The Young Lawyers Division's board shall include a Region Representative from each of the Association's Regions who may collaborate with the

respective Regional President.

ARTICLE XIII

SECTIONS

Section 1. The Sections

The Sections shall conduct their business in conformity with these Bylaws and the policies and procedures of the Association. The Association shall publish a list of all Sections on the Association's website.

Section 2. Creation

(a) At least fifteen (15) calendar days before a meeting of the Executive Committee at which action on a proposal for the creation of a Section is to be taken, Voting Members proponents must file with the Secretary, and provide a copy to the President and Vice-President of Divisions, Sections and 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 Division, Section, Commission, or Committee whose continuance is contemplated;
- (3) the proposed organization of the Section, such as standing committees; and
- (4) 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.

(b) The Executive Committee, 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 Divisions, Sections and Committees on the proposal stating the views of the Vice-President of Divisions, Sections and Committees and showing compliance with subsection (a). The Executive Committee shall inform the Board of Governors of the approved creation of a Section or combination of Sections no later than at the next scheduled Board of Governors regular meeting.

Section 3. Discontinuance or Change of Name

The Executive Committee, by a two-thirds vote of the majority of the members present, may discontinue or change the name of any Section after a report by the Vice-President of Divisions, Sections and Committees. Notice of the discontinuance or change of name must be given to the Executive Committee at least fifteen (15) calendar days before the meeting of the Executive Committee at which the proposed discontinuance or change of name will be

considered. The Executive Committee shall inform the Board of Governors of the approved discontinuance or change of name of a Section no later than at the next scheduled Board of Governors regular meeting.

Section 4. General Membership

Members of Sections must be Voting Members, Law Student Members or Pre-Law Members in good standing who elect to join a Section.

Section 5. Leadership of a Section

A Section shall have a Chair or Co-Chairs, appointed by the President who serve a term co-extensive with the appointing President, except that a Chair or Co-Chairs may serve until the appointment of a new Chair or Co-Chairs by a subsequent President. The Chair or Co-Chairs may appoint such other Vice Chairs as needed to further the work of the Section. The Section may also have a board consisting of the Chair or Co-Chairs and such other officers as the Chair or Co-Chair appoints.

Section 6. Dues

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

Section 7. Meetings

A Section shall meet at least twice a year. The times and places of meetings must be established with notice to the Vice-President of Divisions, Sections and Committees.

Section 8. 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 President or Vice-President of Divisions, Sections and Committees from time to time. A Section shall submit an annual report to the Board of Governors as directed by the President or Vice-President of Divisions, Sections and Committees at least fifteen (15) calendar days before the Annual Convention.

ARTICLE XIV

COMMITTEES AND COMMISSIONS

Section 1. General Duties

A Standing Committee, Commission, or Special Committee shall carry out its functions as authorized by the Board of Governors or Executive Committee.

Section 2. Appointment

Unless the Board of Governors or Executive Committee resolution creating the committee or commission provides otherwise:

(a) Appointments to a Committee or Commission, including the annual appointment of its Chair or Co-Chair, shall be made by the President. The President shall solely appoint Voting Members and Law Student Members in good standing.

(b) If a member of a Committee or Commission resigns, dies, or becomes ineligible, the President shall appoint a successor for the unexpired term.

(c) If a member of a Committee or Commission does not participate in the work of the Committee or Commission, the President may remove the member with verbal or written notice at least seven (7) days before removal, and subsequently appoint a successor for the unexpired term.

Section 3. Standing Committees

(a) Standing Committees may be created by resolution of the Board of Governors or the Executive Committee.

(b) Standing Committees shall address continuing or recurring matters related to the purposes or business of the Association and assist the Board of Governors in carrying out its work.

(c) Unless provided otherwise by resolution or these Bylaws, a Standing Committee shall consist of at least three (3) Voting Members and Law Student 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 or Co-Chair.

Section 4. Commissions and Special Committees

(a) 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 out its work. Commissions may be created by resolution of the Board of Governors or the Executive Committee defining their powers and duties. The resolution shall specify the duration of the Commission, which may be renewed by resolution.

(b) Special Committees, 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 terminates upon the adjournment of the first Annual Convention after its creation.

(c) A Commission or Special Committee shall consist of at least three (3) Voting Members and Law Student Members. The President, with the advice and consent of the President-Elect, shall designate a Chair or Co-Chair of the Commission or Special Committee from among its Voting Members and Law Student Members.

Section 5. Designation and Jurisdiction of Standing Committees

The designation, jurisdiction, and special tenures of Standing Committees are as follows:

(a) **Advocacy.** The Standing Committee on Advocacy (“Advocacy Committee”) shall consist of no more than eleven (11) Voting Members and Law Student Members in good standing, which includes the Vice-President of External Affairs who shall serve as Chair. The Chair shall serve consistent with term of the Vice-President of External Affairs. Each member on the Advocacy Committee shall serve a term of two (2) years and may be reappointed for an additional two (2) years. The Advocacy 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 Advocacy Committee shall:

- (1) Make recommendations to the Board of Governors regarding legislative and governmental affairs programs;
- (2) Make recommendations to the Board of Governors on legislative and governmental priorities, as it deems appropriate;
- (3) Study issues related to the federal judiciary and recommend appropriate policy positions on the subject to the Board of Governors;
- (4) Plan the Association’s advocacy efforts, and
- (5) Plan the HNBA Advocacy Day in Washington, D.C.

(b) **Amicus Briefs.** The Standing Committee on Amicus Briefs (“Amicus Briefs Committee”) shall consider drafting or joining briefs in matters in litigation that affect the Association or relate to the purposes of the Association. The Amicus Briefs Committee may recommend collaboration on briefs with other bar associations or civil rights organizations. The President may appoint up to eight (8) Voting Members and Law Student Members in good standing. Each Chair, Co-Chair and member of the Standing Committee on Amicus Briefs shall serve a term of two (2) years and may be reappointed for an additional two (2) years.

(c) **Audit.** Each Chair, Co-Chair and member of the Standing Committee on Audit (“Audit Committee”) shall serve a term of two (2) years on the Committee and may be reappointed for an additional two (2) years. At least one member shall be a member of the Board of Governors in good standing and the remaining members shall be Voting Members and Law

Student Members in good standing. The members of the Audit Committee shall select a Chair or Co-Chairs of the Committee, who shall not be a member of the Board of Governors.

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. At least one member of the Audit Committee should hold a Certified Public Accountant (CPA) license or have earned a degree in a related field such as accounting or finance.

The Audit Committee shall:

- (1) recommend the selection, retention, and compensation of the Association's independent auditors for approval by the Executive Committee;
- (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 (i) the results of the annual external audits of all financial statements and records; (ii) the reports of independent auditors on the applicable financial statements; (iii) 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; (iv) the system of internal controls; (v) the independent auditor's letter of recommendations; and (vi) the Association management's responses to the letter of recommendations;
- (4) review the internal audit function of the Association including (i) the independence and authority of its reporting obligations; (ii) the proposed internal audit plan of each fiscal year; and (iii) 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.

(d) **Awards.** The Standing Committee on Awards ("Awards Committee") shall work with the National Office to solicit nominations and make recommendations to the President and President-Elect regarding the awards that should be bestowed by the Association and which nominees should receive the awards, including but not limited to the Top Lawyers Under 40 Awards, ordinarily presented at the Corporate Counsel Conference, and the HNBA National Awards, ordinarily presented at the Annual Convention, excluding the Ohtli and President's Awards. The National Awards include but are not limited to the: Lifetime Achievement, President's Award, Judge of the Year, Latina Attorney of the Year, Latino Attorney of the Year,

Regional President of the Year, Pro Bono Attorney of the Year, Partner of the Year, Affiliate Organization of the Year, and Law Student Organization of the Year. Other awards not listed above may be included with the approval of the President with the advice and consent of the President-Elect. Each Chair, Co-Chair and member of the Awards Committee shall serve a term of two (2) years and may be reappointed for an additional two (2) years.

(e) **Communication.** The Standing Committee on Communications (“Communications Committee”) shall be responsible for assisting in developing, updating and monitoring the Association’s communications policies, strategic plan, social networking accounts, website and electronic discussion groups, as well as recommending new ways for the Association to communicate with its members and other interested parties through the media. The Communications Committee shall assist in the creation and review of the content of messaging issued by the National Office, including highlighting events, programs and the Association’s achievements, through social media, newsletters, press releases, and other outlets. The Communications Committee shall also assist in messaging with other stakeholders that work with Association on the drafting of public statements. The members of the Communications Committee should have a good working knowledge of social networking and marketing platforms and protocols. Each Chair, Co-Chair and member of the Communications Committee shall serve a term of two (2) years and may be reappointed for an additional two (2) years.

(f) **Development.** The Standing Committee on Development (“Development Committee”) shall consist of no less than five (5) members including the Vice-President of Fundraising and Development who shall be an ex officio non-voting member, the President-Elect, and two (2) other members of the Board of Governors, and two (2) Voting Members and Law Student Members in good standing appointed by the President. The Development Committee shall be chaired by the Vice-President of Fundraising and Development. The Development Committee will provide guidance, oversight, and support regarding all major forms of donor planning, development, management, tracking and reporting. The Development Committee will work with the National Office on fundraising and engage in direct fundraising efforts, assist in overseeing the development, creation, updating and implementation of the fundraising plan and in identifying external sources of support. The Chair shall serve consistent with term of the Vice-President of Fundraising and Development. Each member of the Development Committee shall serve a term of two (2) years and may be reappointed for an additional two (2) years.

(g) **Elections.** In accordance with Article XI of these Bylaws, the Elections Committee shall be responsible for enforcing the elections procedures and ensuring that the procedures set forth in these Bylaws and by the Board of Governors are followed.

(h) **Endorsements.** The Standing Committee on Endorsements (“Endorsements Committee”) shall evaluate, consider for endorsement, advocate for and coach individuals who request and receive the Association's endorsement of their candidacies for appointment or nomination by the President of the United States to positions in the U.S. executive branch, with an emphasis on legal and policy positions, and candidates for judicial appointment with an emphasis on Article III federal courts. The Endorsements Committee may also consider endorsement requests for Article I courts, state and local courts. The Endorsements Committee

shall consider and vote on endorsement requests pursuant to the Committee's written policy set forth in the Committee's manual. The Regional Presidents shall serve as members of the Endorsements Committee for the length of their terms and shall participate in endorsement requests in their Region. The President may appoint up to eight (8) additional Voting Members and Law Student Members in good standing who may serve up to two (2) years and may be reappointed for an additional two (2) years or temporarily for a particular endorsement request.

(i) **Finance.** The Standing Committee on Finance ("Finance Committee") shall consist of no less than four (4) members including the Treasurer, who shall be an *ex officio* non-voting member, at least one member of the Board of Governors in good standing appointed by the President, and two (2) Voting Members and Law Student Members in good standing appointed by the President. Each Chair, Co-Chair and member shall serve for a term of two (2) years on the Finance Committee and may be reappointed for an additional two (2) years. All members should be financially knowledgeable. At least one member should hold a Certified Public Accountant (CPA) license or have earned a degree in a related field such as accounting or finance. The Finance Committee shall be chaired by the Treasurer. The Finance Committee shall assist the Board of Governors by providing short- and long-term financial oversight for the Association. The Finance Committee shall assist in creating, implementing, and overseeing budgeting and financial planning, reporting & monitoring, internal controls and accountability, transparency, and risk management. The Finance Committee shall maintain and develop processes to ensure the financial viability and sustainability of the Association and make appropriate recommendations to the President, Executive Committee, and the Board of Governors.

(j) **Governance.** The Standing Committee on Governance ("Governance Committee") shall include the Chief Compliance Officer, Vice- President of Divisions, Sections and Committees who shall be an *ex officio* voting member, a member of the Board of Governors who shall be an *ex officio* voting member, and the Executive Director who shall be an *ex officio* non-voting member. The Governance Committee shall study and make appropriate recommendations on all proposals to amend the Bylaws and make recommendations to the Board of Governors regarding Association resolutions and governance policies. The President may appoint up to five (5) additional Voting Members in good standing. Each Chair, Co-Chair and member of the Governance Committee shall serve a term of two (2) years and may be reappointed for an additional two (2) years.

(k) **Human Resources.** The Standing Committee on Human Resources ("Human Resources Committee") 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 Executive Director, review and updating the personnel and office policy handbooks, and performance evaluations of the Executive Director. The Chair, Co-Chair and members shall serve a two (2) year term and may be reappointed for an additional two (2) years.

(l) **Membership.** The Standing Committee on Membership ("Membership Committee") shall consist of no more than eleven (11) Voting Members and Law Student Members in good standing, which includes the Vice-President of Membership, who shall serve

as Chair, the Vice-President of Regions, the Vice-President of Affiliates and Associates, the Vice-President of Programs (Su Carrera), and the Vice-President of Programs (Su Futuro) who shall be *ex officio* voting members. The Membership Committee shall encourage applications for membership of the Association and formulate plans for maintaining and increasing membership. The Chair shall serve consistent with term of the Vice-President of Membership. Each member of the Membership Committee shall serve a term of two (2) years and may be reappointed for an additional two (2) years.

(m) **Mentorship.** The Standing Committee on Mentorship (“Mentorship Committee”) shall focus on initiatives for law students, young lawyers and the Association’s pipeline. The Mentorship Committee shall be chaired by the Vice President of Programs (Su Futuro), and comprised of the Vice-President of Regions, a Law Student Division Chair or Chair-Elect and a Young Lawyers Division Chair or Chair-Elect. The President shall appoint at least two (2) additional Voting Members and Law Student Members in good standing to serve on the Committee. The Mentorship Committee shall create, develop and/or implement national or regional mentoring initiatives aimed at assisting with providing guidance, driving personal growth, strengthening performance, building skills, knowledge and understanding, making connections and sharing experiences and navigating through challenging circumstances. The Chair shall serve consistent with term of the Vice-President of Programs (Su Futuro). Each member of the Mentorship Committee shall serve a term of two (2) years and may be reappointed for an additional two (2) years.

(n) **Nominations.** 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 in accordance with Article XI of these Bylaws. The Nominations Committee shall also be responsible for confirming the eligibility of each Affiliate Organization to vote for President-Elect pursuant to Article VII.

(o) **Wellness.** The Standing Committee on Wellness (“Wellness Committee”) shall study health issues, including mental health issues, as they relate to the legal profession. The Wellness Committee may recommend programs or may educate the Association on issues and resources that concern work-life balance, stigma associated with mental health issues, health and wellness programs, and other related matters. The Committee shall consist of up to seven (7) Voting Members and Law Student Members in good standing. The Chair, Co-Chair and members shall serve a two (2) year term and may be reappointed for an additional two (2) years.

Section 6. Reports

Committees and Commissions shall submit a written report to the Board of Governors on all matters pertaining to the activities of the Committee or Commission and any other matters as directed by the President from time to time. Committees and Commissions shall submit an annual report to the Board of Governors as directed by the President at least fifteen (15) calendar days before the Annual Convention.

Section 7. Meetings by Telephone, Video or Electronic Communications

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

ARTICLE XV

LATINA COMMISSION

Section 1. Purpose

There shall be a commission of perpetual duration within the Association known as the Latina Commission. The purposes of the Latina Commission shall be to (1) 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; (2) represent women lawyers in the Association and to represent the Association to them; (3) help shape the policies and priorities that affect women lawyers and the legal culture in which they practice; and (4) create a deliberative forum for the exchange and expression of women lawyers' views, and a voice to advocate those views.

Section 2. Membership

The Latina Commission shall be composed of Voting Members in good standing who meet the membership criteria pursuant to the Latina Commission bylaws or other governing instrument and are committed to addressing the barriers to the professional development and advancement of Latina lawyers. Former HNBA Presidents who meet the membership criteria pursuant to this Section, upon affirming their membership in the Latina Commission each year, serve as non-voting members of the Latina Commission. The Latina Commission shall have no fewer than fifteen (15) and no more than twenty (20) women Voting Members in good standing (not including the former HNBA Presidents) who shall be nominated by the Latina Commission Chair and Vice-Chair and appointed by the President to serve for one year. The President shall appoint a Vice Chair, with the advice and consent of the President-Elect, to serve a two (2) year term as Vice Chair the first year and Chair the second year. An appointee who completes a two (2) year term is not eligible for the same appointment.

Section 3. Bylaws

The Latina Commission shall have bylaws that are consistent with the purpose of the Association, these Bylaws, and the policies of the Board of Governors. The initial Latina Commission bylaws shall become effective upon the approval of the Board of Governors. Bylaws amendments are effective upon approval by the Executive Committee.

Section 4. Budget

The Latina Commission may submit an annual budget request to the President-Elect and Treasurer for consideration in the proposed Annual Budget. The Latina Commission 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 Latina Commission Funds (additional funds raised by the Latina Commission). The Latina Commission Funds, to be raised in coordination with the Vice-President of Fundraising and Development, shall be maintained by the Association in accordance with generally accepted accounting principles, and used for purposes consistent with the Latina Commission's purpose. The Latina Commission Chair shall have reasonable access to Latina Commission Fund financial reports.

Section 5. Membership on the Board of Governors

The Latina Commission shall have one vote on the Board of Governors. The Chair of the Latina Commission shall be a member of the Board of Governors.

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 of Governors' immediate family, or any corporation, firm, or organization in which a member of the Board of Governors or a member of the Board of Governors' immediately family have an interest, the Board of Governor member shall disclose the nature of their 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 of Governors 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 of Governors. The interested member of the Board of Governors shall not participate in the discussions or debates and shall recuse themselves from voting on such proposal or transaction. Notwithstanding the foregoing, the interested member of the Board of Governors may be present to provide clarifying information in such a discussion or debate unless a majority of the Board of Governors decides otherwise. This policy shall not apply to the Association's reimbursement of a member of the Board of Governors for reasonable expenses incurred by members of the Board of Governor in discharging their responsibilities to the Association, and shall not apply to indemnification of a member of the Board of Governors 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

INDEMNIFICATION

The Association shall indemnify the members of the Board of Governors, Officers, 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 XVIII

AMENDMENTS

Section 1. Amendments 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 Voting 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 Voting 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 is 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 of Governors members present at any regular meeting or special meeting of the Board of Governors, provided that a quorum exists as provided in Article VI, Section 7 of these Bylaws. 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 XIX

AFFILIATED CHARITABLE ORGANIZATION

The Board of Governors recognizes the HNBA Vision in Action Fund as its sole affiliated charitable organization established under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE XX

FINAL PROVISIONS

Section 1. 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, Sections and Commissions of the Association unless inconsistent with these Bylaws.

Section 2. 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 3. 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 4. Fiscal Year

The fiscal year of the Association is the twelve (12) month period beginning on the first of October and ending on the 30th of September of the next calendar year. The fiscal year shall be fixed by action of the Board of Governors.

Section 5. 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 6. 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 Executive Committee. The Executive Committee may direct other audits of the Association's accounts and financial statements from time to time.