

HISPANIC BAR ASSOCIATION OF NEW JERSEY, INC.

By Laws



ARTICLE ONE Name and Purpose

Section 1. Name. The name of this corporation shall be HISPANIC BAR ASSOCIATION OF NEW JERSEY, INC. (the “Association” or “HBA-NJ”).

Section 2. Purpose.

(i) The purpose of the Association is to serve the public interest by cultivating the art and science of jurisprudence, by advancing the standing of the legal profession, and by preserving high standards of integrity, honor, and professional courtesy among Hispanic lawyers. The Association shall accomplish this purpose by working cooperatively with other bar organizations (including Hispanic bar organizations), with other legal organizations and with other Hispanic community, business, civic, charitable and cultural organizations.

(ii) The Association shall promote the education and advancement of Hispanics in the legal profession by funding and awarding scholarships, organizing mentoring programs for law students and young lawyers, creating opportunities for continuing legal education and professional networking, and advocating for the appointment of qualified Hispanic lawyers to executive, prosecutorial, and judicial positions throughout the State of New Jersey.

(iii) The Association shall serve as the voice of the New Jersey Hispanic legal community, and the New Jersey Hispanic community at large, by communicating and advocating publicly on behalf of its members on major issues affecting Hispanic lawyers and the Hispanic community.

Section 3. Tax Exempt Status. The Association shall take no action which would 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 TWO Membership

Section 1. Membership. The membership of the Association shall consist of those persons who meet the requirements for membership as provided by these By Laws.

Section 2. *Standing Membership Classes.* There shall be four (4) standing classes of regular membership as follows:

- (a) *Full Attorney Member.* Any person duly licensed to practice law by the Supreme Court of the State of New Jersey and who either regularly practices law in the State of New Jersey or resides in the State of New Jersey shall be eligible for full Attorney Membership in the Association. For the purposes of the Association's Membership list, the full attorney member's mailing address shall be the attorney's New Jersey business address or his/her New Jersey home address, whichever the member requests.
- (b) *Associate Attorney Member.* Any person duly licensed to practice law in a state other than the State of New Jersey, or in any territory of the United States shall be eligible for Associate Attorney Membership in the Association.
- (c) *Student Associate Member.* Any student enrolled in an accredited school of law, or in a pre-law course of instruction in an accredited college or university in the United States, or any territory of the United States, or any graduate of an accredited school of law who is an applicant for admission to practice in the State of New Jersey, shall be eligible for Student Associate Membership in the Association.
- (d) *Associate Member.* Any paralegal, legal office manager, or librarian, working in a law firm, corporation or government office in New Jersey, or any other nonlawyer who supports the goals and objectives of the Association shall be eligible for Associate membership in the Association.
- (e) *Lifetime Member.* A full attorney member (as identified in subsection (a) above) may become a Lifetime Member of the Association by making a one-time payment ("Lifetime Member Fee") in an amount to be set by the Board of Trustees in their sole discretion. Any such Lifetime Member shall enjoy all the rights, privileges, and benefits of membership, including the right to vote or run for elected office in the Association, and shall not be required to make any annual dues payment for a period of twenty-five (25) years from the date that the Lifetime Member pays the one-time Lifetime Member Fee.

Section 3. Procedure and Privileges of Standing Classes.

- (a) *Applications.* Applications for membership in a standing class of the Association shall be in such form and manner as prescribed by the board of trustees of the Association ("Board of Trustees" or "Board Members") and shall be accompanied by the full amount of the dues prescribed by the Board of Trustees pursuant to these By Laws. Upon a finding by the Board of

Trustees that the applicant meets the eligibility requirements, such applicant shall be enrolled as a member of the appropriate class and shall thereafter be entitled to all the privileges of such membership so long as he or she shall remain in good standing.

- (b) *Meetings and Activities; Voting Rights.* A member in good standing shall be entitled to have notice of, to attend and to participate in all meetings and activities of the Association established as membership activities by the Board of Trustees; provided, however, that only Full Attorney Members and Associate Attorney Members (collectively, “Attorney Members”) in good standing shall have the right to vote at any membership meeting designated as an Association business meeting by the Board of Trustees, and only Full Attorney Members in good standing shall have the right to be nominated for, to stand for election, or to hold elective office in the Association, or to vote in any election mandated by these By Laws.
- (c) *Maintenance of Good Standing.* A member shall be deemed to be in good standing so long as he or she continuously meets all eligibility requirements for his or her class of membership, as provided herein, and has paid all dues and assessments on a current basis. The term of membership is annual, and shall run concurrently with the calendar year, except that, effective January 1, 2011, a member’s dues shall be payable upon the one-year anniversary of the member’s initial payment, *i.e.*, a member who pays dues on March 1st will be required to pay dues no later than February 28th of the following year.
- (d) *Suspension and Expulsion.*
 - (i) A member may be temporarily suspended from good standing status during such period as he or she may temporarily fail to meet eligibility requirements for membership, as provided herein, or become deficient in the payment of Association dues or assessments.
 - (ii) A member shall be expelled from membership, and lose all standing in the Association, upon his or her disbarment from the practice of law, or for other good cause relating to the maintenance of the integrity of the Association.
 - (iii) In the case of Associate or non-attorney members, a member shall be expelled from membership, and lose all standing in the Association, if the member is charged with an ethical violation or other professional misconduct by the profession to which that member belongs or by a professional trade association, board, or similar association.

(iv) Suspension or expulsion shall only occur upon action of the Board of Trustees and after the member has been given notice and the opportunity to be heard before the Board of Trustees.

(v) The Board of Trustees may temporarily suspend a member upon its ex parte finding of probable cause to do so, provided that notice be immediately given and a hearing thereon afforded to the member within seven (7) business days of such suspension, in default of which the suspension shall be void. A hearing shall not be required for a temporary suspension arising from nonpayment of dues.

- (e) *Reinstatement.* The Board of Trustees may, on application of the suspended or expelled member, reinstate such member if the Board of Trustees concludes that the member has corrected, rectified, resolved or otherwise eliminated the event(s) or condition(s) leading to the suspension or expulsion. The Board of Trustees must find that the expelled member then meets all eligibility requirements for membership, and that reinstatement shall not adversely reflect upon the integrity or reputation of the Association or its members.

Section 4. *Establishment of Further Membership Classes.* The Board of Trustees may establish further classes of honorary or active membership as it may deem appropriate, including classes defined by affiliation with other regional organizations or national organizations; provided, however, that in no case shall a member, who is a member by virtue of inclusion in any such class alone, have the right to vote, to stand for or to hold elective office in the Association.

Section 5. *Membership Dues.*

- (a) The Board of Trustees shall fix the amount of dues to be paid by members and shall establish such dues and classifications as it, in its sole discretion, may deem necessary and appropriate to fund the activities of the Association.
- (b) The Board of Trustees shall fix the amount of dues and establish classifications and, if it fails to do so, the schedule of dues and classifications of the preceding year shall remain in effect pending further action by the Board of Trustees.
- (c) The Treasurer and/or Membership Secretary shall report to the Board of Trustees the name of any member whose dues have not been paid within thirty (30) days of their membership anniversary date and the Board of Trustees may suspend such member from good standing pursuant to these By Laws, and shall thereafter take such action against such member as it may deem to be in the best interests of the Association.

ARTICLE THREE
Association Leadership and Governance

Section 1. General Responsibilities for Governance.

- (a) The Board of Trustees shall govern the Association in accordance with the By Laws and the provisions of the New Jersey Nonprofit Corporation Act. The Association's officers shall be responsible for carrying out the day-to-day business activities of the Association at the direction of the President and in accordance with the duties of their individual offices.
- (b) The Board of Trustees shall develop, decide, manage, and supervise the business activities and policies of the Association, except as otherwise required by law or these By Laws. Major policies and programs of the Association shall be determined or changed in accordance with these By Laws by the voting membership, which shall retain all powers reserved to it under the New Jersey Nonprofit Corporation Act and these By Laws.

Section 2. Officers. The officers of the Association, who shall be elected by the voting membership, shall be the President, the President-Elect, the Northern Regional Vice President, the Southern Regional Vice President, the Treasurer, the Recording Secretary, and the Membership Secretary.

Section 3. Regional Trustees. There shall be a Regional Trustee elected by the voting membership for each of the voting regions, as set forth below. A Regional Trustee must have a principal place of business or must reside within the region he or she represents. The following regions are hereby established:

- Region 1 – Hudson County*
- Region 2 – Essex County*
- Region 3 – Bergen County*
- Region 4 – Passaic County*
- Region 5 – Morris, Sussex and Warren Counties*
- Region 6 – Union County*
- Region 7 – Mercer County*
- Region 8 – Somerset and Hunterdon Counties*
- Region 9 – Middlesex County*
- Region 10 – Monmouth and Ocean Counties*
- Region 11 – Camden and Burlington Counties*
- Region 12 – Cumberland, Gloucester and Salem Counties*
- Region 13 – Atlantic and Cape May Counties*

Any member who resides in or has a principal place of business in a County that is not a separate and distinct Region may apply to the Board of Trustees to request the establishment of a separate and distinct Region for that County. The petition to the Board must (i) include a written justification for the creation of a separate and/or additional Regional Trustee position; and (ii) the

proposal must be endorsed by at least five (5) Full Attorney Members who reside in or have a principal place of business in that County, and; (iii) identify a proposed Regional Trustee who is willing to serve in that capacity. Upon receiving such petition, the Board of Trustees shall issue a notice of proposed By Law revisions pursuant to Article Twelve. The proposed change(s) shall be presented to the general membership for discussion and a vote.

Section 4. *Trustee-at-Large.* There shall be four (4) At-Large Trustees elected by the voting membership, one of which shall be reserved for a former Trustee of the Association who last served on the Board of Trustees five (5) or more years prior to the current term, and another which shall be reserved for a member of the Young Lawyers Committee as set forth in Article 8, Section 4 of these By Laws. The At-Large Trustees shall assist the Membership Secretary in the fulfillment of his or her duties as specified below.

Section 5. *Non-Voting Executive Appointments.* The President, with the advice and consent of the Board of Trustees, may appoint a General Counsel, a Press Secretary, and an Auditor, as set forth below. In addition, as set forth in Article 8, the President may also establish Special Committees and appoint members thereto.

Section 6. *Non-Voting Student Members.* Each term the President shall invite the president of the Hispanic law student association or its equivalent at each of New Jersey's law schools to serve on the Board of Trustees as a non-voting member. The president of said student association, or his or her designee, may then attend all duly noticed meetings of the Board of Trustees and fulfill any additional duties that the President may designate.

Section 7. *Board of Trustees.* The Board of Trustees of the Association shall consist of the Officers of the Association, the Regional Trustees, the At-Large Trustees, the non-voting Chairperson of the Young Lawyers Committee, and Non-Voting Student Members. Any person serving as an Executive Appointee under Section 5 of these By Laws, including the Executive Director, General Counsel, the Auditor, and the Press Secretary, may attend and participate in Board meetings.

Section 8. *Section 8. Terms of Office.*

- (a) Each elected Officer shall take and hold office commencing on November 1 of each year. The term of office for elected Regional Trustees and Trustees At- Large shall be three years; for Treasurer two years; and for all other elected Officers one year.
- (b) The term of office of any appointed member of the Board of Trustees shall be coterminous with the term of the President who makes such appointment.
- (c) Each office holder shall serve for the stated term until death, disability, termination of membership in the Association, or until his or her successor is elected or appointed. No elected or appointed officer or trustee shall be eligible to serve for more than two consecutive terms in the same position, with the exception of the Treasurer, who for purposes of continuity and in

the best interests of the Association may serve up to two (2), two-year terms. Because any officer not term-limited pursuant to these By Laws may run for consecutive terms, officer succession to higher positions on the Executive Committee shall not be automatic.

Section 9. Indemnification. The Association shall indemnify its Officers, Trustees, non-voting Board Members, and agents to the fullest extent permitted by the New Jersey Nonprofit Corporation Act.

ARTICLE FOUR

Duties and Responsibilities of Officers and Executive Appointments

Section 1. President.

- (a) The President shall be the chief executive officer of the Association and shall preside as chairperson over all membership meetings of the Association and all meetings of the Board of Trustees. The President shall also be responsible for creating initiatives, developing and implementing programs to benefit the Membership, and setting the strategic direction of the Association.
- (b) The President shall also be responsible to plan and publish an agenda for each meeting of the Board of Trustees, to supervise and evaluate the performance of all other officers, trustees, employees, if any, or agents of the Association, to see that all programs and activities of the Association are carried out within the limits of its resources and according to standards prescribed by the Board of Trustees, and to report periodically to the Board of Trustees regarding all Association business including the management of all affairs of the Association.
- (c) The President shall also be responsible to assign a member of the Board to serve as the representative of the Board to any collaborative bar association(s).

Section 2. President-Elect. The President-Elect shall serve on the Board of Trustees the year before succeeding to the office of President and shall act in the place and stead of the President in the event of the absence, vacancy, or disqualification of the President, and shall perform such duties as the President or Board of Trustees may from time-to-time direct. Subject to the authority of the Board of Trustees and the President, the President-Elect shall also be responsible for all matters pertaining to law schools and law students, including the establishment and implementation of a mentorship program to assist in the professional development of Hispanic law students.

Section 3. Regional Vice Presidents. There shall be two Regional Vice Presidents. One Regional Vice President shall represent the Northern Region, which shall encompass the following Counties: Sussex, Passaic, Bergen, Warren, Morris, Essex, Hudson, Hunterdon, Somerset, Union

and Middlesex. The other Regional Vice President shall represent the Southern Region, which shall encompass Mercer, Monmouth, Burlington, Ocean, Camden, Gloucester, Salem, Cumberland, Atlantic, and Cape May Counties.

- (a) Each Regional Vice President shall assist the President and serve the Association by supervising and managing the Regional Trustees who represent the counties in the respective Northern and Southern Regions. Each Regional Vice President shall further work with the Regional Trustees in his or her Region to conduct outreach to local, county, and state bar associations regarding joint programming and initiatives in his or her respective Region. Each Regional Vice President shall also work with the Regional Trustees to coordinate the Association's representation at local, county, and state bar association events in the Region.
- (b) Each Regional Vice President shall work with the President, JPAC and the Appointments Committee to identify members in their respective Regions that are seeking judicial, prosecutorial, and/or executive appointments.
- (c) The President, in his or her discretion, shall appoint one of the Regional Vice Presidents to serve as the liaison between the Association and the Hispanic National Bar Association (“HNBA”). The appointed Regional Vice President shall also serve as the Chair of the HNBA Candidate Endorsement Committee, unless the Board determines that her or she shall not serve in that capacity due to a conflict of interest, in which case the President shall appoint another Chair of the HNBA Candidate Endorsement Committee.
- (d) In addition to their regional responsibilities, the President, in his or her discretion, may assign a Regional Vice President to act as a liaison of the Association to other affiliated and non-affiliated groups and organizations. Such groups may include without limitation ASPIRA, the Hispanic Chamber of Commerce, *Latino Justice* PRLDEF and other groups.
- (e) The Regional Vice Presidents shall periodically report to the President and the Board of Trustees on their efforts and shall perform such other duties as the President or the Board of Trustees may from time-to-time direct.

Section 4. Treasurer.

The Treasurer shall collect all dues, assessments and receivables of the Association. The Treasurer: (1) shall prepare and maintain all financial records of the Association; (2) shall care for and, upon approval of the Board of Trustees, shall disburse all funds of the Association; (3) shall render an annual report and a monthly report of the financial affairs and status of the Association and account for the receipt and disbursement of all monies of the Association; (4) shall coordinate the production of outside annual audits with the Association’s accountants; (5) shall ensure that all Association tax returns are timely prepared and filed, and taxes timely paid;

(6) shall monitor all expenditures according to budgets approved by the Board of Trustees; and
(7) shall propose financial and economic policies for the Association. The Treasurer shall periodically report to the President and the Board of Trustees on the Treasurer's efforts and shall perform such other duties as the President or the Board of Trustees may from time to time direct.

Section 5. Recording Secretary.

The Recording Secretary shall prepare, publish, and keep the minutes of all meetings of the Association and meetings of the Board of Trustees, shall certify official copies of such minutes and these By Laws, shall send notices of all meetings to the Board of Trustees or the membership, shall conduct roll call during meetings, keep track of tallies on all Association motions, and shall perform such other duties as the President or Board of Trustees may from time-to-time direct. The Recording Secretary shall also arrange, in consultation with the President, for the location and logistics of all meetings of the Board of Trustees and General Membership.

Section 6. Membership Secretary.

The Membership Secretary shall maintain, modify and correct the Association's general membership list. The Membership Secretary shall present at every Board of Trustees' meeting an update of all active members. The Membership Secretary shall prepare membership dues invoices to all members listed on the general membership list and shall be responsible to render a final yearly report indicating a final list of active dues paying members prior the annual elections meeting. The Membership Secretary shall periodically report to the President and the Board of Trustees on the Membership Secretary's efforts to both maintain Membership information and increase Membership and shall perform such other duties as the President or the Board of Trustees may from time-to-time direct.

Section 7. Regional Trustees

Each Regional Trustee shall conduct outreach to local, county, and state bar associations regarding joint programming and initiatives in his or her respective Region. Each Regional Trustee shall also coordinate the Association's representation at local, county, and state bar association events in their Region. Each Regional Trustee shall also conduct outreach to members, potential members, and sponsors in their Region and shall strive to hold at least two informal meetings in their Region during each Presidential Term.

Section 8. General Counsel

- (a) The President, with the advice and consent of the Board of Trustees, may appoint a General Counsel, and such appointment shall expire at the expiration of the appointing President's term. In the event a General Counsel is so designated, such person shall represent the Association, shall attend to all legal matters of the Association and shall perform such other duties as the President or the Board of Trustees may from time-to-time direct, including representation of the Association before all courts wherein the Association is a party, *amicus curiae*, or intervenor.

- (b) Only the Board of Trustees shall authorize the General Counsel to commence litigation or participate in a case or controversy before a court or at an administrative level on behalf of the Association. In the event of an emergent, time sensitive matter, the Executive Committee is authorized to direct the General Counsel to commence litigation or undertake other legal action on behalf of the Association, provided that the Executive Committee first gives notice via electronic mail to the Board of Trustees, and subsequently votes unanimously to direct the General Counsel to take such action.

Section 9. Auditor

The President, with the advice and consent of the Board of Trustees, may appoint an Auditor, and such appointment shall expire at the expiration of the appointing President's term. In the event an Auditor is so designated, such person shall be responsible for conducting and/or coordinating auditing functions on behalf of the Association.

Section 10. Press Secretary.

The President, with the advice and consent of the Board of Trustees, may appoint a Press Secretary, and such appointment shall expire at the expiration of the appointing President's term. In the event a Press Secretary is so designated, such person shall prepare all press releases and external communications on behalf of the Association. Press releases shall not be published or circulated without approval of the President and a majority of the Executive Committee. At the direction of the President, the Press Secretary shall address the media and related entities with respect to Association business.

Section 11. Administrative Personnel.

- (a) The President, with the advice and consent of the Board of Trustees, may hire an Executive Director, an Executive Assistant or other appropriate administrative personnel (hereinafter collectively, "Administrative Personnel"). The President will determine the protocol and process for conducting candidate searches, conducting candidate interviews (including, but not limited to appointing a selection Committee), and any other necessary procedures to complete the hiring process.
- (b) Administrative Personnel shall be employed on an at-will basis per the terms of a written agreement between the Association and the Administrative Personnel. Said written agreement shall be approved by the President and General Counsel of the Association, with the consent of the Executive Committee. However, the Board of Trustees, in its sole discretion, shall determine the compensation for all Administrative Personnel.
- (c) When, and if, the Association hires an Executive Director, that person shall serve as the Chief Operating Officer ("COO") of the Association

and, subject to the direction of the President, shall manage and oversee the affairs of the Association subject to the policies set forth by the Board of Trustees and shall perform such other duties as the President or Board of Trustees assign.

- (d) Any Administrative Personnel, including but not limited to the Executive Director, shall not be a member of Board of Trustees but shall attend Board meetings, Executive Committee meetings, and general membership meetings, unless otherwise directed by the President. All Administrative Personnel, including but not limited to the Executive Director, shall submit regular reports to the President and the Board of Trustees on the operations of Association and shall also prepare a written annual report to the Board of Trustees.

ARTICLE FIVE

Board of Trustees Meetings

Section 1. Meetings. Regular meetings of the Board of Trustees shall be held no fewer than eight (8) times during the term at such times and places as the Board of Trustees may determine by adopting an annual calendar of meetings. Special meetings of the Board of Trustees may be called by the President or any three (3) Board of Trustee members upon written notice of at least seven (7) business days to all members of the Board of Trustees and may be held at such time and place as stated in the notice thereof.

Section 2. Agenda Items and Rules of Order. Any member, including members of the Board of Trustees, shall notify the President at least (3) three business days prior to any Board of Trustees meeting of any matters that require a vote by the Board of Trustees. Matters not so noticed to the President may only be raised as items under New Business and upon demand by the President, and may only be considered upon a two-thirds vote of those present and voting. The agenda at any special meeting shall be limited to the matters, which may be anticipated to be raised based upon the contents of the notice of meeting, unless a motion to change the “order of the day” is made and duly adopted. Robert’s Rules of Order (Revised) shall govern the conduct of all meetings of the Board of Trustees, unless otherwise provided herein.

Section 3. Quorum. Fifty-One percent (51%) of the voting members of the Board of Trustees shall constitute a quorum to convene a meeting for the transaction of business. The affirmative vote by a majority of those Board Members present either in person or by telephone or other comparable media (as further outlined below in Section 6 of this Article) at a duly convened meeting shall constitute an act of the Board of Trustees. (See also Article 8, Section 5(c) below regarding actions of the Executive Committee).

Section 4. Attendance at Board of Trustees Meetings. It is the duty of each Board Member to attend the regular and special meetings of the Board of Trustees in person. As set forth in Section 6 below, telephonic attendance at regular and special meetings of the Board of Trustees shall be the exception and not the rule. Any Board Member who accumulates more than two (2) absences during one year and who duly received notices of such meetings in accordance with these By Laws shall be presumed unable to carry out the duties of office and shall, upon written notice

issued by the President, be deemed suspended from office. The Board of Trustees shall give the Board Member the opportunity for a hearing before the Board of Trustees, at which hearing the suspended Board Member shall be required to demonstrate good cause for the absences that resulted in his/her suspension and a pledge to rectify the absences and/or lack of participation in board/Association activities. If the Board of Trustees determines that any absence beyond two was excusable for good cause and the Board Member has proposed a plan to rectify the absences and/or lack of participation, the Board Member shall be reinstated. If such absences were not excusable for good cause, the Board of Trustees may remove such member from office. The President shall notify such Board Member of any action taken by the Board of Trustees under this section.

Section 5. Action by Consent. Any action required or permitted to be taken at any meeting of the Board of Trustees may be taken without a meeting if a written consent to such action is signed by two-thirds of the members of the Board of Trustees and such written consent is filed with the minutes of the next proceeding of the Board of Trustees.

Section 6. Telephonic Attendance at Meetings. Telephonic attendance at regular and special meetings of the Board of Trustees will be permitted but shall be the exception and not the rule. Accordingly, Board Members may participate telephonically in meetings no more than three times per year. Board Members who participate by telephone more than three times per year, or who do not participate by telephone for the entire duration of a meeting, shall be deemed absent under Section 4 above. However, if in-person attendance of a quorum of the Board of Trustees is not practicable, as determined by the President, the Board of Trustees may conduct meetings by telephone conference or similar communications equipment if all participating Board of Trustees members can communicate at the same time. The President must notify all Board of Trustees members of any such telephonic meetings in the manner prescribed by these By Laws. Participation in a telephonic meeting called by the President under this Section 6 shall constitute presence at such meetings.

Section 7. Board of Trustees Action (Motions) via Electronic Mail. The Board of Trustees may consider and vote on motions, via electronic mail, on time-sensitive issues that may arise in between duly constituted Board of Trustees meetings. Any such electronic motion may be initiated by the President or by a Board Member in consultation with the President. Any such action or decision on a motion shall not become final until twenty-four (24) hours after such action or decision is taken; provided, however, that if a motion via electronic mail does not receive the requisite number of votes necessary to approve or deny such motion within two business days of the making of such motion, the motion shall expire and shall be deemed to have been denied.

Section 8. Board of Trustees Action (Motions) via Telephone. The Board of Trustees may consider and vote on motions, via telephone, on time-sensitive issues that may arise in between duly constituted Board of Trustees meetings. Any such telephonic motion may be initiated by the President or by a Board Member in consultation with the President. Any such action or decision on a motion shall become final at the conclusion of the telephone conference during which the motion was made

Section 9. Participation in Association Events. In addition to attending regularly scheduled meetings of the Board of Trustees in accordance with Section 4 above, each member of the Board of Trustees shall be required to support those activities and events of the Association that have been duly sanctioned by the Board of Trustees (“Events”). Attendance at Events, financial support for Events, and/or the performance of tasks to assist in the planning of the Events are some of the ways in which members of the Board of Trustees must show their support to the Association in order to remain in good standing.

ARTICLE SIX

Membership Meetings

Section 1. Meetings.

- (a) Two general membership meetings shall be held during each Presidential term. One general membership meeting shall be held in the Northern Region and one general membership meeting shall be held in the Southern Region. The first general membership meeting shall be held no later than May 30 and the second general membership meeting shall be held no later than September 15 of each calendar year. The meetings shall be held at such time and place as the President shall direct upon written notice of at least 30 days to the membership.
- (b) Special meetings of the membership of the Association may be held at such time and place as the President, or a majority of the Board of Trustees, shall direct by written notice of at least 30 days to the membership. “Written Notice” under this Section shall mean notice in writing to a member in good standing, as defined in Article Two (Membership), including notification by facsimile, regular mail delivered by the U.S. Postal Service, or electronic mail (e-mail).

Section 2. *Agenda Items and Rules of Order.* The President shall be notified seven (7) business days prior to any general membership meeting of any matters that require a membership vote so that such matters may be placed on the agenda. Matters not so noticed to the President may only be raised as items under New Business and may only be considered upon a two-thirds vote of those present and voting. The agenda at any special meeting shall be limited to the matters, which may be reasonably anticipated to be raised based upon the contents of the notice of meeting, unless a motion to change the “order of the day” is made and adopted. Robert’s Rules of Order (Revised) shall govern the conduct of all membership meetings, unless otherwise provided herein.

Section 3. *Quorum.* At all meetings of the membership for which notice has been given in accordance with this Article, a majority of the members eligible to vote who are present in person shall constitute a quorum for the transaction of business.

Section 4. *Voting.*

At all meetings of the membership of the Association, only Full Attorney Members in good standing who are present shall be eligible to vote. Voting by proxy shall not be permitted.

ARTICLE SEVEN

Elections

Section 1. Composition of the Election Committee. The Election Committee shall consist of those persons identified in Article 8, Section 4(b). With the exception of the President and President Elect, no member seeking a position on the Board of Trustees shall be eligible to serve on the Election Committee.

Section 2. *Nominations and Eligibility.*

- (a) In advance of the second general membership meeting (as set forth in Article 6, Section 1), the chairperson of the Election Committee shall e-mail to each member in good standing a written email notice of the positions to be filled during the current election year.
- (b) The Membership Secretary of the Association shall make available for inspection at the second general membership meeting the most current list of members in good standing, which list shall also indicate the eligible Region for each member in good standing.
- (c) Nominations for all positions shall be made and received at the second general membership meeting. Only Full Attorney members in good standing with the Association shall be eligible for nomination and only such members in good standing may nominate, or second the nomination, for any person standing for election as Officer or Trustee.
- (d) Only such members who have served for two or more years on the Executive Committee shall be eligible to be nominated for President-Elect. In addition, subject to the terms of Section 6 of this Article Eight, only such members who have served for one or more years on the Board of Trustees shall be eligible to be nominated for an Officer position. Members eligible for nomination for President-Elect or an Officer position need not resign from their current position (*e.g.*, Trustee) if the term of their current position exceeds one year.
- (e) After such nomination, each candidate nominated shall have a right to address the membership assembled at the second general membership meeting. Each candidate shall also, upon request, be given the opportunity to submit a candidate statement or other campaign materials for distribution by the Membership Secretary to all Full Attorney Members in good standing who are eligible to vote, consistent with Article Two, Section 3(b) of these Bylaws

Section 3. Notice of Election and Ballots.

- (a) The Association shall conduct its elections via electronic ballots (e-ballots) and all votes shall be cast by e-mail only, as specified herein.

Every member in good standing must provide the Membership Secretary with a valid e-mail address for this purpose. No proxies or written ballots shall be cast.

- (b) Voting in such elections is open only to members in good standing who have paid their dues no later than September 30 in the year the election is held. Payment in this regard means payment received in the post office box of the Association no later than September 30 or payment electronically transacted no later than 11:59 p.m. on September 30.
- (c) No later than 12:00 noon on October 1st, the Membership Secretary shall provide the Chairperson of the Election Committee with a final list of members in good standing, including lifetime members of the Association, if any, and their respective e-mail addresses. (d) On October 1st, but no later than October 2nd, the Chairperson of the Election Committee shall send an e-ballot via email containing the names of the members nominated at the second general meeting to all of the Full Attorney Members in good standing. Members must cast their votes by sending their e-ballots to the Chairperson of the Election Committee by no later than 11:59 p.m. on October 15 (as reflected on the date/time stamp on the outgoing email transmission) in the year said election is held. Any e-ballot not timely sent to the Chairperson of the Election Committee shall be invalid.
- (d) The Chairperson of the Election Committee with the assistance of the General Counsel, if any, shall develop the appropriate election procedures, and maintain adequate measures to the extent practicable to ensure confidentiality and prevent ballot improprieties.

Section 4. *Election Results.* The Election Committee shall print, validate, count, and record all e-ballots, and report the election results to the Board of Trustees. The Election Committee shall preserve a hard copy of the counted e-ballots and all similar election materials for a period of six (6) months after the date of the election. All election results shall be reported to the Board of Trustees on or before October 20. Candidates receiving the plurality of eligible votes cast shall be declared elected. In the event of a tie, no later than October 28, the Board of Trustees shall conduct an e-mail vote and the candidate receiving the majority of those votes shall be declared elected.

Section 5. *Vacancies in Office.* In the event of a vacancy of any office during a Presidential Term, other than President, the President shall appoint an individual from among the Association's Full Attorney Membership to serve in that position, and the member so appointed shall serve for the unexpired Presidential Term. In the case of the President, the President-Elect shall serve as Acting President until the term expires. No special election shall be held to fill a vacancy of any office.

Section 6. *Election Eligibility for Appointed Board Members.* For purposes of the election eligibility requirements contained in Section 2 of this Article Seven any Officer or Trustee

appointed by a President to fill any vacancy on the Board of Trustees shall be deemed to have served on the Board of Trustees for the entire Presidential Term so long as such appointment was made at least four months before the expiration of the term of the appointing President.

ARTICLE EIGHT

Committees

Section 1. *Classes of Committees.* The classes of Committees of the Association shall be Standing Committees and Special Committees as created by the President. The Standing Committees shall be as follows: (i) Communications Committee; (ii) Elections Committee; (iii) Executive Committee; (iv) Finance and Operations Committee; (v) Fundraising and Development Committee; (vi) Judicial and Prosecutorial Appointments Committee; (vii) Executive Appointments Committee; (viii) Public Policy Committee; and (ix) Young Lawyers Committee.

Section 2. *Special Committees and Other Representatives.* The President may establish such other Committees as may be necessary to carry out the purposes of the Association or assist the Board of Trustees in the orderly management of the affairs of the Association, including when necessary, a By Laws Committee, *consistent* with these By Laws. Except as provided in Article 4, Section 3 (Regional Vice Presidents) above, the President shall have the sole power to appoint all representatives or delegates to act on behalf of the Association in connection with activities conducted by other bar associations or organizations.

Section 3. *Appointment to Committees.* Except where the composition for standing Committees is set forth in these By Laws by designating officers and/or appointees, the President shall appoint members of all Committees and *designate* a Committee chairperson, specify Committee rules and set deadlines for a Committee report, if any, with the exception of the standing Committees referred to in Article 8, Section 4.

Section 4. *Standing Committees.* Each standing Committee shall have one Chairperson, appointed by the President, except in the case of the *Young Lawyers Committee*, which will elect its Chairperson in accordance with the procedure set forth in Article Eight, Section (i)(v), below.

- (a) *Communications Committee.* The Committee shall maintain and update the website. The Committee shall also coordinate Association mailings, including e-mailings. The Committee shall coordinate the publication of any Association newsletters, including the “Abogado” newsletter.
- (b) *Elections Committee.* The Committee, as further outlined in Article 7 above, shall supervise the receipt and counting of the e-ballots and shall decide any controversy relating to election process. The Committee shall consist of the *President*, President-Elect, General Counsel, and two trustees not running in the current election. The President or the President’s designee shall serve as the chairperson of the Committee.

(c) *Executive Committee.*

(i) The Executive Committee shall consist exclusively of the elected officers of the Board of Trustees, namely the President, President-Elect, Northern Regional Vice President, Southern Regional Vice President, Treasurer, Recording Secretary, and Membership Secretary. The President may invite any other member of the Board of Trustees, if any, such as the General Counsel, the Auditor, and/or the Press Secretary, to participate in the deliberations of the Executive Committee. However, the seven (7) officers (the President, President-Elect, Regional Vice Presidents, Treasurer, Recording Secretary and Membership Secretary) shall be the only Board of Trustees members eligible to cast a vote on matters before the Executive Committee.

(ii) The Executive Committee shall exercise the powers of the Board of Trustees in the interim between Board of Trustees meetings. However, the Executive Committee shall have no authority with respect to the adoption and/or amendment of the Association's budget (except that the Executive Committee shall have authority to vote on motions that require expenditures or capital outlays of less than \$2,500; any expenditures or capital outlays greater than \$2,500 must be approved by the Board of Trustees), nor with respect to matters reserved to the Board of Trustees under the New Jersey Nonprofit Corporation Act.

(iii) The President or the President's designee shall preside over all meetings of the Executive Committee. At all meetings of the Executive Committee a majority of the total number of voting members (i.e., four (4) members) of the Executive Committee shall constitute a quorum for the transaction of business. Actions taken by the Executive Committee may be taken and voted upon by electronic mail (i.e., e-mail).

(iv) In addition, members of the Executive Committee may conduct meetings by telephone conference or similar communications equipment or medium if all participating Executive Committee members can hear each other at the same time. Participation by such means shall constitute presence at such meetings. Further, the Executive Committee may consider and vote on motions, via e-mail, on time sensitive issues that come before the Executive Committee. The Executive Committee shall report actions taken by it to the Board of Trustees at or before the next succeeding meeting of the Board of Trustees.

(d) *Finance and Operations Committee.*

(i) The Committee shall oversee the Association's financial management. The Committee shall consist of the President, the President-Elect, and the Treasurer. The Committee shall create a budget for the Association no later than December 1 of each year.

- (ii) The budget shall be approved by a majority vote of the Board of Trustees. The Board of Trustees shall approve the budget no later than December 15 and the newly approved budget shall take effect on January 1 (the following year) and remain in effect until December 31 of that year. The Treasurer shall sit on the Committee, and report to the Committee with respect to the financial standing of the Association. However, the Treasurer shall serve on the Committee in an advisory capacity only, and shall not serve as Chairperson of the Committee.
- (e) *Fundraising and Development Committee.* At the direction of the President, the Committee shall organize all Association fundraising and sponsorship efforts. The Committee shall organize and coordinate the Association's annual scholarship banquet and dinner dance. The Committee shall *consist* of the President, the President-Elect, the Northern Regional Vice President, the Southern Regional Vice President, the Treasurer, and such other Trustees or Full Attorney Members as the President may appoint.
- (f) *Judicial and Prosecutorial Appointments Committee.* The Committee shall notify the general membership of *vacancies* for appointed judicial and prosecutorial positions within the state and federal government, which positions may be of interest to Association members. The Committee shall conduct outreach and interviewing of potential candidates for said positions to determine whether they shall receive the endorsement of the Association. The Committee shall create liaisons with members of the New Jersey State Assembly and Senate and the New Jersey Congressional Delegation. The Committee shall maintain a list of all candidates who have solicited the endorsement of the Association.
- (g) *Appointments Committee.* The Committee shall notify the general membership of vacancies on boards and commissions within the State of New Jersey and of positions in the Executive branch of government. The Committee shall conduct outreach and interview and/or otherwise vet potential candidates for these positions who are seeking the endorsement of the Association in support of their candidacy.
- (h) *Public Policy Committee.* The Committee shall research, monitor, and advise the Board of Trustees regarding issues of importance to the Hispanic Community, and manner in which the Association can use the law and its resources to address those issues.
- (i) *Young Lawyers Committee.*
- (i) The purpose of the Young Lawyers Committee is to further the goals and mission of the HBA-NJ, and thereby serve the Hispanic community and legal profession, while further serving the interests of its young

professional members through mentorship, professional guidance, leadership development, and networking.

(ii) The Young Lawyers Committee shall work toward fostering and cultivating its members' legal careers by: (1) representing young lawyers in the HBA-NJ, (2) advancing high standards of integrity, honor and professionalism, (3) working toward the reform of policies and priorities that affect young lawyers and the legal culture in which they practice, and (4) creating a deliberative forum for the exchange and expression of young lawyers' views and providing a voice to advocate those views.

(iii) The HBA-NJ Young Lawyers Committee shall also support, nurture, and encourage the growth, development, and education of the Hispanic community in New Jersey by engaging in public and community services, reaching out to our Hispanic youth, and pursuing legal and social reform in legislative policies that impact our community.

(iv) Eligibility for membership on the Young Lawyers Committee is restricted to all HBA-NJ members in good standing under 35 years of age or admitted to the practice of law in New Jersey for five (5) years or less.

(v) Two (2) Members of the Young Lawyers Committee shall serve as members of the Board of Trustees as follows: (1) Article 3, Section 4 of these By Laws will reserve one (1) At-large Trustee seat on the Board of Trustees to a member of this Committee to be voted upon by the general membership in elections held for Trustee positions in the normal course; (2) at a meeting of the Young Lawyers Committee open to all members of said Committee and duly convened by thirty (30) days' notice setting forth the time and place of such meeting, to be held no earlier than September 15 and no later than October 15 of every year, the members of said Committee will select a Chairperson of the Young Lawyers Committee, said Chairperson will serve on the Board of Trustees commencing on November 1 of every year as a non-voting member of the Board of Trustees.

(vi) Members of the Young Lawyers Committee selected to the Board of Trustees as set forth herein shall enjoy all the rights and responsibilities of serving on the Board and vacancies that exist, if any, during the course of their terms shall be filled as set by these By Laws for all members of the Board of Trustees.

(j) HNBA Candidate Endorsement Committee.

(i) This Committee shall consist of five (5) members, who shall be appointed by the President. Subject to the limitations set forth in Article 4

Section 3, one of the Regional Vice Presidents shall serve as the Chair of the Committee.

(ii) No person who is seeking an HNBA elected position may serve on the Committee. In the event that the appointed Regional Vice President is seeking an HNBA elected position, the President shall appoint another individual to serve as the Chair of the Committee.

(iii) The President shall also invite the New Jersey Regional President of the HNBA to serve as an *ex officio*, non-voting member of the Committee. However, if the Regional President is running for an elected position within the HNBA, the President may appoint an *ex officio*, non-voting member to serve for the duration of the Regional President's candidacy.

(iv) The Committee shall interview any official candidate seeking elected office on the board of the HNBA who submits their application for endorsement by any method that is specified by the Committee. Upon completion of all interviews, the Committee shall give an endorsement list to the Board of Trustees for consideration and approval. In addition to the professional and civic qualification of each candidate, the Committee shall consider how any given candidate will assist the Association in achieving its mission and/or further the interests of the Association at a national level. Upon approval by the Board of Trustees, the President shall issue the Association's endorsement letter to the Executive Director of the HNBA with copies to the candidates seeking endorsements.

(k) President's Advisory Committee.

(i) The President may convene an advisory committee by providing notice to all past presidents of the Association whose whereabouts can be reasonably ascertained. The committee, which shall be Chaired by the President (or his or her designee) shall consist of any and all past presidents of the Association who have consented to participate in the committee (the "President's Advisory Committee").

(ii) The President may call a meeting with the President's Advisory Committee to consult with and/or request advice from the Committee regarding any matter concerning the furtherance of the mission, policies, and/or goals of the Association.

(iii) Any items for consideration at any meeting called pursuant to subsection (ii) above shall be submitted in writing to all members of the Committee at least fifteen (15) days prior to the meeting. Such notice period may be waived by a majority of the Committee.

Section 5. *Terms, Removal; Vacancies.* Except as otherwise provided in these By Laws, Committee members appointed by the President and not otherwise appointed pursuant to these By Laws, shall serve at the pleasure of the President.

Section 6. *Action by Consent.* Any action required or permitted to be taken at any meeting of any Committee may be taken without a meeting if a written consent to such action is signed by all members of the Committee and such written consent is filed with the minutes of its proceedings.

Section 7. *Meetings by Telephone.* The Committees may conduct meetings by telephone conference or similar communications equipment if all participating Committee members can communicate at the same time. Participation by such means shall constitute presence at such meetings.

Section 8. *Committee Action (Motions) via Electronic Mail.* Committees may consider and vote on motions, via e-mail, on issues that may arise in between duly constituted Board of Trustees meetings.

Section 9. *Committee By Laws.* Committees may adopt their own By Laws as necessary and proper to carry out their functions and purposes. Committee By Laws should be consistent with and not contrary to the Association's By Laws. Any conflict between the Association's By Laws and a Committee's By Laws shall be resolved in favor of the Association's By Laws; in case an issue or dispute arises due to such conflict, the President, in consultation with the General Counsel (if one has been appointed), shall have the sole authority to interpret the By Laws, and the President's interpretation shall be binding and final.

ARTICLE NINE Conflict of Interest

All members of the Board of Trustees shall have an ongoing duty during their term of service to disclose any interest, financial or otherwise, in any corporation, organization or partnership that provides professional or other services to the Association. When any matter in which a Board Member has an interest comes before the Board of Trustees or any Committee or subcommittee on which said Board Member serves, said trustee shall immediately disclose that interest to the Board of Trustees or Committee. Whether Board Member has an interest in a matter shall be determined by whether that person: (a) would derive an individual economic benefit, either directly or indirectly, from the decision on the matter by the Board of Trustees or Committee; and/or (b) has a fiduciary relationship that would or may appear to conflict with the trustee's obligations to the Association. No Board Member shall participate in any discussion or vote on any matter in which he or she has an interest.

ARTICLE TEN Confidentiality

All members of the Board of Trustees and Committees shall have an ongoing duty to maintain as confidential the business affairs of the Association, including but not limited to information not in the public domain such as business and financial information, membership lists, personal information concerning candidates for judicial or other government office provided by the

candidates or other third parties, any other data and proprietary information belonging to the Association (“Confidential Information”). All members of the Board of Trustees and Committees shall, upon request by the President, execute a separate Non-Disclosure and Confidentiality Agreement governing the protection and handling of such Confidential Information.

ARTICLE ELEVEN By Laws Amendments

Amendments to these By Laws may be made either at any duly-noticed membership meeting or by providing electronic notice to all Full Attorney Members in good standing. No amendment shall be effective unless there is an affirmative vote of two-thirds of either (i) the Full Attorney Members in good standing present at the meeting; or (ii) the Full Attorney Members in good standing who received the electronic notice of the proposed amendment and cast their vote in response to the electronic notice of the proposed amendment. No amendment shall be considered unless (i) a copy thereof was previously delivered to the Board of Trustees; and (ii) notice of the Association’s intention to offer such amendment, including the substance of the amendment, shall have been mailed or emailed by the Membership Secretary to all Full Attorney Members in good standing at least thirty (30) days in advance of the meeting or the deadline set for the electronic vote.

ARTICLE TWELVE Historical Database

In order to preserve the history of the HBA-NJ, a database (the “Historical Database”) shall be created and maintained using reasonable, appropriate, and cost-efficient measures to secure the confidentiality of the Historical Database and the documents contained therein. The Historical Database shall be available to the President, the Executive Committee, and the Record Keeper.

The Historical Database shall be maintained by at least one HBA-NJ member in good standing, appointed by the President as the Record Keeper(s) at the start of each new term. The Record Keeper shall collect and organize all records as directed by the President and recommended by the Executive Committee. The Historical Database shall consist of documents deemed necessary by the President and the Executive Committee.

The term of the Record Keeper(s) shall be coterminous with the term of the President. The Record Keeper(s) and any designees, assistants, or helpers, must execute a Confidentiality Agreement before access can be granted to the Historical Database; failure to execute such an agreement will prohibit access.

At the beginning of every new term, the Record Keeper(s) shall re-evaluate the measures used to maintain the Historical Database, and thereafter submit their recommendations to the Members of the Board.