

# BYLAWS OF THE TAMPA HISPANIC BAR ASSOCIATION, INC.

## ARTICLE I - NAME, PURPOSE

**Section 1:** The name of the corporation shall be the Tampa Hispanic Bar Association, Inc., (the "Corporation").

**Section 2:** The Corporation is organized exclusively for charitable purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. As means for the accomplishment of the foregoing, it shall be within the purposes of this Corporation to promote the interests of lawyers of Hispanic origin or descent and any other lawful purpose pursuant to the laws of the State of Florida.

## ARTICLE II – MEMBERSHIP

**Section 1: Definition.** For the purposes of these Bylaws, the word "member" shall mean: lawyer members (as described in Section 3 of this Article) and student members (as described in Section 6 of this Article) who have paid the annual dues and are otherwise in good standing.

**Section 2: General.** The Board of Directors (the "Board") of the Corporation shall determine the eligibility requirements for membership in the Corporation, as well as the continuing eligibility requirements of its members.

**Section 3: Lawyer Members.** To be eligible for active membership in the Corporation, and to continue to hold membership herein, a lawyer (a) must be a member in good standing of the Florida Bar or the analogous bar of another state or country, and (b) must have manifested a genuine interest in, or sympathy with, the purposes of this Corporation as expressed in Article I hereof, as determined by the Board.

**Section 4: Submission for Membership.** Any person who meets the requirements outlined in Section 2 above may submit their name and qualifications in writing to the Corporation. Upon verification by the Board, or its designee, into the professional standing and qualifications as outlined in Section 2 above, the prospective member shall automatically become a member upon the payment of the annual dues (for one year). Payment of the annual dues by the prospective member shall vest upon the same all the rights, privileges and benefits of membership in the Corporation. Such payment shall also be deemed an acknowledgment of one's assent to the purposes of this Corporation and of one's intended compliance with all the provisions of these Bylaws.

**Section 5: Voting.** Each member shall have one (1) vote on all matters presented to the members for a vote.

**Section 6: Student Members.** Any law school student in good standing at his or her law school may be eligible for membership in the Corporation. Upon verification by the

Board, or their designee, into the good standing of the student, the prospective student member shall automatically become a student member upon the payment of the annual dues (for one year). Payment of the annual dues by the prospective student member shall vest upon the same all the rights, privileges and benefits of membership in the Corporation other than the right to vote and run for office. Such payment shall also be deemed an acknowledgment of one's assent to the purposes of this Corporation and of one's intended compliance with all the provisions of these Bylaws. The Board may assess reduced annual dues for student members.

### **ARTICLE III – SUSPENSION & TERMINATION OF MEMBERSHIP**

**Section 1: Suspension for Non-Payment of Dues.** Any member who is in default in the payment of his or her annual dues for a period of six (6) months shall be suspended automatically from membership in the Corporation. During the period of his or her suspension, a suspended member shall not be permitted to hold any office in the Corporation, to attend any meetings, or to exercise any of the privileges of membership. Payment by a suspended member of his or her dues shall automatically restore the suspended member to full membership and to all of the rights, privileges and benefits thereof.

**Section 2: Suspension and Sanction.** The Board shall have the right to suspend and sanction, up to and including expulsion, a member of the Corporation. A majority vote by the Board shall be required to suspend or otherwise sanction a member. A two-thirds (2/3) vote of the Board shall be required to expel a member. A member suspended by the Board shall be automatically reinstated at the expiration of the period of suspension, subject to otherwise complying with the eligibility requirements set forth in Article II. A member expelled by the Board may petition for readmission after the lapse of one (1) year following the effective date of the expulsion and, upon a majority vote of the Board, become eligible for membership, subject to otherwise complying with the eligibility requirements set forth in Article II. Notwithstanding anything herein to the contrary, the Board shall give the member reasonable notice (no less than five (5) business days) and the opportunity to be heard prior to suspending, expelling or otherwise sanctioning a member.

### **ARTICLE IV – FEES & ASSESSMENTS**

**Section 1: General.** Every member, at the time of their admission to membership in the Corporation, shall pay the annual dues for the fiscal year for which the member is admitted to membership. Per Article VIII, the fiscal year for this Corporation is the calendar year.

**Section 2: Fixed by the Board.** The annual dues shall be such amount as shall be fixed by the Board and shall become due and payable on or before the first day of October for the upcoming fiscal year.

## ARTICLE V - BOARD OF DIRECTORS

**Section 1: Board Role, Size, Compensation.** The Board is responsible for overall policy and direction of the Corporation, and delegates responsibility for day-to-day operations to its individual members and committees. The Board shall have up to fifteen (15) and not fewer than three (3) members. The Board receives no compensation other than reimbursement for its reasonable expenses.

**Section 2: Meetings.** The Board shall hold a regular meeting each month for the consideration of any business that may be properly brought to the Board's attention at least twenty-four (24) hours before the meeting. The Board shall hold an annual meeting once per year. Meetings shall be held at an agreed upon time and place. Meetings may be held in person, via teleconference, or via videoconference as agreed to in advance.

**Section 3: Special Meetings.** Special meetings of the Board may be called by any three (3) Board member, or the President on three (3) days' written notice to each Board member, either personally, by mail, email, or fax. Notice of any special meeting of the Board need not be given to any Board member who signs a waiver of notice either before or after the meeting. Attendance by a Board member at a special meeting shall constitute a waiver of notice of such special meeting, except where a Board member attends the meeting for the express purpose of objecting to the transaction of any business because such special meeting is not lawfully convened.

**Section 4: Quorum.** A quorum must be attended by a majority of the Board before business can be transacted or motions made or passed.

**Section 5: Board Elections.** Election of new Board members or election of current Board members to a second term will occur as the first item of business at either the annual meeting of the Board or the first regular meeting immediately following the annual meeting.

**Section 6: Board Election Procedures.** At the annual meeting, each member shall have the right to vote for as many nominees as there are vacancies on the Board. The top vote recipients shall fill the vacant seats (e.g., if there are five (5) vacancies, the top five (5) vote recipients shall serve on the Board). Selection in the case of a tie shall be by a run-off between the individuals who ended up tied.

**Section 7: Terms.** All Board members shall serve one (1) year terms, but are eligible for reelection.

**Section 8: Notice.** An official Board meeting requires that each Board member have written notice two weeks in advance. Notice via electronic mail shall be considered written notice.

**Section 9. Officers and Duties.** There shall be five (5) officers on the Board consisting of a President, Vice President, Secretary, Treasurer, and President Elect. Their duties are as follows:

The President shall convene regularly scheduled Board meetings and shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: Vice President, President Elect, Secretary, and Treasurer.

The Vice President will chair committees on special subjects as designated by the Board.

The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained.

The Treasurer shall make a report at each Board meeting. The Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public.

The President Elect shall serve as a member of the Board for a period of one year and upon election and installation of his or her successor, shall serve as President of the Corporation for a period of one year, until the succeeding President Elect is installed or until his or her successor shall have been duly elected and qualified.

**Section 10: Meeting Attendance.** Attendance by Board members is required at all regular meetings of the Board. Any absence by a Board member, without approval from the President, from two (2) consecutive regular meetings or from three (3) regular meetings during a calendar year, shall be conclusively deemed a resignation by such Board member. Attendance at a regular or special meeting of the Board by an individual(s) other than a member of the Board shall require the consent of the President.

**Section 11: Vacancies.** When a vacancy on the Board exists, nominations for new members may be received from present Board members by the Secretary two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only through the end of the particular Board member's term.

**Section 12: Resignation, Termination and Absences.** Resignation from the Board must be in writing and received by the Secretary. Per Section 10 of this Article, a Board member shall be dropped from the Board if the Board member has two (2) consecutive or three (3) unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a three-fourths vote of the remaining Board members.

**Section 13: Advisory Board.** The Board may create an Advisory Board as needed to advise the Board, Committees, and Subcommittees of matters relevant to the Corporation.

## ARTICLE VI – COMMITTEES

**Section 1: Creation.** The Board may create committees as needed by passing a resolution approved by a majority of the Board. The Board appoints all committee chairs. Each committee may create subcommittees as needed, subject to approval by the Board.

**Section 2: Powers.** To the extent provided in such resolution creating the committee or subcommittee, each committee or subcommittee shall have and exercise such authority as the Board may designate; provided, however, that no such committee or subcommittee shall have the authority to approve actions or proposals required by law to be approved by the members, fill vacancies on the Board or any committee thereof, or amend the Bylaws.

**Section 3: Finance Committee.** The Board may create a Finance Committee. If created, the Treasurer is chair of the Finance Committee, which must include three other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and an annual budget with staff and other Board members. The Board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to the membership, Board members and the public.

## ARTICLE VII – CONFLICTS OF INTEREST

Whenever a Board member or officer has a financial or personal interest in any matter coming before the Board, the affected person shall (a) fully disclose the nature of the interest and (b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Board members determines that it is in the best interest of the Corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

## ARTICLE VIII – INDEMNIFICATION

**Section 1: General.** The Corporation shall, to the extent legally permissible, indemnify each person who serves or who has served at any time as an Board member or officer of the Corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided

for any such person with respect to any matter as to which he or she has been finally adjudicated in any proceeding not to have acted in good faith or did not act in the reasonable belief that such action was in the best interests of the Corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of Board members who are not at that time parties to the proceeding.

**Section 2: Inurement.** The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

**Section 3: Effect of Amendment or Repeal.** No amendment or repeal of the provisions of this Article which adversely affect the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person. This Article constitutes a contract between the Corporation and the indemnified Board members and officers. No amendment or repeal of the provisions of this Article which adversely affect the rights of an indemnified Board member, officer, or employee under this Article shall apply to such individual with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

## ARTICLE IX – OPERATIONS

**Section 1: Fiscal Year.** The fiscal year for this Corporation shall be the calendar year.

**Section 2: Inspection of Books and Records.** All books and records of this Corporation may be inspected by any Board member for any purpose at any reasonable time on written demand.

**Section 3: Loans to Management.** This Corporation will not make any loans to any of its Board members or officers.

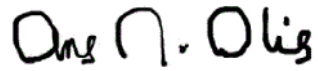
**Section 4: Execution of Documents.** Except as otherwise provided by law, checks, drafts, and orders for the payment of money of this Corporation shall be signed by at least two persons who have previously been designated by a Resolution of the Board. Contracts, promissory notes, leases, or other instruments executed in the name of and on behalf of the Corporation shall be signed by a person who has been authorized and directed to do so by the Board.

**Section 5: Reimbursement of Expenses.** Board members and officers shall submit any requests for reimbursement of reasonable expenses incurred in connection with the administration or operation of the Corporation to the Board, along with documentation of the expense and an explanation of the business purpose for the expense.

## ARTICLE X – AMENDMENTS

These Bylaws may be amended, altered, or rescinded when necessary by a majority vote of the Board. Proposed amendments, alternations, or rescissions must be submitted to the Secretary to be sent out with regular Board announcements.

These Bylaws were approved at a meeting of the Board of Directors of the Tampa Hispanic Bar Association, Inc. on June 11, 2015.

A handwritten signature in black ink that reads "Andres N. Oliveros". The signature is written in a cursive style with a large initial 'A'.

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Andres N. Oliveros  
Secretary