

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”).

Section 2. *Purpose.* The purposes of the Association are to serve the public interest by cultivating the art and science of jurisprudence, by promoting Hispanic social reform, by advancing the standing of Hispanics in the legal profession, by preserving high standards of integrity, honor, and professional courtesy among Hispanic lawyers, and by cooperating with other Hispanic bar organizations, with other legal organizations and with other Hispanic community, business, civic, charitable and cultural organizations in furtherance of the aforementioned purposes.

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

rolls, the full attorney member's mailing address shall be the attorney's New Jersey business address or his/her New Jersey home address, as the member may request.

- (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 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 Associate Membership in the Association.
- (d) *Other Associate Member.* Any paralegal, legal office manager, or librarian, working in a law firm, corporation or government office in New Jersey, or any other supporter of the goals and objectives of the Association shall be eligible for Associate membership in the Association.

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") 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 all 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.

- (d) *Suspension and Expulsion.* 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. 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. 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. A member who has been suspended or expelled as provided herein shall not be entitled to *pro rata* reimbursement of dues. 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 will not be required for a temporary suspension arising from non-payment 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 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 subordinate 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.* The Board of Trustees shall fix the amount of dues to be paid by members and shall establish such dues, notes and classifications as it, in its sole discretion, may deem necessary and appropriate to fund the activities of the Association. The Board of Trustees shall fix the amount of dues and establish classifications on or before March 15 of each calendar year 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. The Treasurer shall report to the Board of Trustees the name of any member whose dues for a calendar year have not been paid by July 15 of that year and the Board of Trustees shall 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.* 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. 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, Vice-President, the Treasurer, Recording Secretary, and Membership Secretary.

Section 3. *Regional Trustees.* There shall be Regional Trustees elected by the voting membership for each of the voting regions, 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, Somerset, and Hunterdon Counties

Region 8 – Middlesex County

Region 9 – Monmouth and Ocean Counties

Region 10 – Camden, Burlington, and Gloucester Counties

Region 11 – Atlantic, Cape May, Cumberland, and Salem Counties

Section 4. *Trustee-at-Large.* There shall be four (4) At-Large Trustees elected by the entire 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. 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.

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 (Rutgers

School of Law – Camden, Rutgers School of Law – Newark, and Seton Hall Law School) to serve on the Board of Trustees as a non-voting member of the Board of Trustees. 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, Non-Voting Executive Appointments, and Non-Voting Student Members. The non-voting members of the Board of Trustees shall include the Student Members, and, if appointed by the President, the General Counsel, the Auditor, and the Press Secretary.

Section 8. *Terms of Office.* Each elected officer shall take and hold office for one year commencing on November 1 of each year. The term of office of appointed officers shall be coterminous with the terms of the President who appoints such officers. The term of office for elected trustees and trustees at-large shall be three years. 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 and qualified. No elected officer or trustee shall be eligible to serve for more than two consecutive terms in the same position.

Section 9. *Indemnification.* The Association shall indemnify its corporate officers, trustees 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.* 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 and developing and implementing programs to benefit the Membership. 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, employees 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 of the management of all affairs of the Association.

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. The President-Elect shall also be responsible, subject to the authority of the Board of Trustees and the President, for all matters pertaining to law students.

Section 3. *Vice-President.* The Vice-President shall serve as the liaison between the Association and affiliated groups, including but not limited to the Hispanic National Bar Association (“HNBA”), and shall perform such duties as the President or Board of Trustees may from time to time direct.

Additionally, the Vice-President shall act as liaison of the Association to non-affiliated groups and organizations. The Vice-President shall periodically report to the President and the Board of Trustees on the Vice-President's 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; shall prepare and maintain all financial records of the Association; shall care for and, upon approval of the Board of Trustees; shall disburse all funds of the Association; 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; shall coordinate the production of outside annual audits with the Association's accountants; shall ensure that all Association tax returns are timely prepared and filed, and taxes timely paid; shall monitor all expenditures according to budgets approved by the Board of Trustees; and 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, and shall perform such other duties as the President or Board of Trustees may from time to time direct.

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 general membership list and shall be responsible to render a final yearly report indicating a final list of active dues paying members no later than the August meeting. The Membership Secretary shall periodically report to the President and the Board of Trustees on the Membership Secretary's efforts and shall perform such other duties as the President or the Board of Trustees may from time to time direct.

Section 7. *General Counsel.* 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. 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. Executive

Committee approval of such representation cannot be granted if the majority of the Board of Trustees votes against such representation in its vote on the matter.

Section 8. 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 9. 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. At the direction of the President, the Press Secretary shall address the media and related entities with respect to Association business.

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. Any Board Member who accumulates three absences during one year and who duly received notices of such meetings in

