

ARTICLES OF ASSOCIATION
AND
BY-LAWS
OF
THE HISPANIC BAR ASSOCIATION
OF
PENNSYLVANIA¹

ARTICLE I. NAME AND PURPOSE

- Section A. Name. The name of this organization shall be “The Hispanic Bar Association of Pennsylvania.” The complete name of the Association, or its abbreviation, hereinafter “HBA,” shall be used in all transactions of official business of the HBA. The HBA is affiliated with the Hispanic National Bar Association.
- Section B. Purpose. The purpose of the HBA is to provide a forum for Hispanic/Latino and other lawyers and law students who are interested in promoting the social, economic, professional, and educational advancement of Hispanic/Latino attorneys, the Hispanic/Latino community and the administration of justice.
- Section C. Nondiscrimination. The HBA shall not discriminate against any member or other person by reason of race, creed, age, color, gender, sexual orientation, national or ethnic origin, or political belief.

ARTICLE II. MEMBERSHIP AND DUES

- Section A. Availability. Membership shall be open to all persons who support the purposes of the HBA as stated in these Articles of Association and By-Laws, and who agree to be bound by the rules stated herein.
- Section B. Classes of Membership. Members of the HBA shall either be Regular or Associate Members. All Regular and Associate Members shall be

¹ Original drafted May 31, 1983; amended February 7, 2001; and November 19, 2009.

eligible for membership in the HBA upon timely payment of the dues prescribed by the Board of Directors.

1. Regular Members. The following persons are eligible to be Regular Members:
 - a. Any person active and in good standing or retired and in good standing at the bar of a state, territory, or possession of the United States.
 - b. Any judge, magistrate, or administrative law judge, whether active, senior or retired, of any court of record of the United States, or of any state, commonwealth, territory or possession of the United States, or the District of Columbia.

Regular Members in good standing shall have the right to vote, hold office and otherwise participate in the affairs of the HBA.

2. Associate Members. The following persons are eligible to be Associate Members:
 - a. law student;
 - b. graduate of a law school who is not licensed to practice law or is licensed to practice in a jurisdiction outside of the United States;
 - c. legal assistant, legal recruiter, or other non-lawyers employed in the legal profession;
 - d. Affiliate-Member – A person who is not a member of the legal profession but who has been recommended for Associate Membership in the HBA by any two (2) Regular or Associate Members, and whose membership has been approved upon a majority vote of the Board of Directors;
 - e. Honorary member – Distinction as an Honorary member shall be awarded only upon majority vote of the Board of Directors.

Associate Members may not participate in the elections of officers or members of the Board of Directors of the HBA, but may participate in other activities of the HBA as authorized by the Board.

Section C. Dues

1. Establishment of Amount of Dues. The Board of Directors, by resolution, shall have the power to determine the amount of dues paid by members and to establish classifications for such purposes from time to time.
2. Payment of Dues. Membership dues shall be paid on an annual basis, payable on January 1 of each year. Dues shall be paid to the Treasurer. Upon a member's request, the Treasurer shall issue an acknowledgment of receipt to that member.

Section D. Termination of Members. Any member may be terminated from membership in the HBA for conduct contrary to the purposes of the HBA by a two-thirds vote of the Regular Members in attendance at a General or Special Meeting at which there is at least ten (10) days notice and there is a Quorum (as defined below).

ARTICLE III. MEETINGS

Section A. General Meetings. The President shall call General Meetings upon notice to Regular and Associate Members by the Secretary of at least five (5) days, at a designated place and time.

Section B. Special Meetings. Special Meetings may be called upon notice to the Regular and Associate Members:

1. By the President or by a majority of the Regular Members upon notice by the Secretary of at least ten (10) days at a designated place and time.
2. By a majority of the members of the Board of Directors, upon notice by the Secretary of at least seven (7) days at a designated place and time.

Section C. Conduct of Meeting. Unless otherwise provided for by a majority vote of those Regular Members present, all meetings shall be conducted in accordance with Robert's Rules of Order.

Section D. Notice Defined. Notice for purposes of Article III may be accomplished via regular United States mail, facsimile, and/or electronic mail.

ARTICLE IV. BOARD OF DIRECTORS

Section A. Membership. The Board of Directors ("Board") shall be comprised of the Officers of the HBA (as defined in Article V) and up to fourteen (14) additional at large members, up to seven (7) of which may be Associate Members. The members of the Board shall be elected annually in accordance with these By-Laws. Associate Members of the Board shall be non-voting members of the Board. Any Associate Member position on the

Board may be filled by the President. The President of the HBA Legal Education Fund shall fill one of the at-large positions on the HBA Board. The immediate past President of the HBA shall be an Ex Officio member of the Board.

- Section B. Authority. The powers of the HBA shall be exercised and its affairs shall be executed by the Officers of the HBA under the general direction of the Board.
- Section C. Duties. The Board shall formulate policy for the HBA. Any policy decision made by the Board may be overruled by a vote of the majority of the Regular Members in attendance at a General or Special Meeting at which there is at least ten (10) days notice and there is a Quorum.
- Section D. Board Meetings. The President shall call Board Meetings upon notice by the Secretary of at least forty-eight (48) hours, at a designated place and time. Notice, which shall be provided according to Article III, Section D, shall include a reasonable description of the purpose of the meeting.
- Section E. Absences. Three (3) successive unexcused absences by a Director from a Board Meeting, a General Meeting, or a Special Meeting shall be construed as a resignation from the Board.
- Section F. Voting Requirements. All actions and accords of the Board shall be taken by a majority vote of the Board at a Board Meeting at which there is a Quorum. Voting at Board Meetings may be accomplished by electronic means.
- Section G. Removal from Office. Any Director may be removed from office for conduct contrary to the purposes of the HBA by a two-thirds vote of the Regular Members in attendance at a General or Special Meeting at which there is at least ten (10) days notice and there is a Quorum.
- Section H. Suspension. Any Director may be suspended for conduct contrary to the purposes of the HBA by a majority vote of the Board (excluding the Director(s) subject to suspension) at a Board Meeting at which there is a Quorum. A suspension under this provision shall last no more than sixty (60) days. At the end of the sixty-day period, the suspended Director shall either be removed from office pursuant to Section G of this Article IV, or, if no vote occurs or the Board does not elect to remove the Director, the Director shall be reinstated as a Director. The Board may vote to reinstate the Director by majority vote prior to the expiration of the sixty-day period.

ARTICLE V. OFFICERS

Section A. Positions. The Officers of the HBA shall consist of the President, President-Elect, Vice President, Secretary, and Treasurer. Only attorneys who are active Regular Members of the HBA are eligible to be Officers.

Section B. Duties of Officers.

1. The President. The President shall be the chief executive officer of the HBA and shall have such duties and powers as are usually exercised by such officer.

The President, with the advice of the Board, may designate such standing committees or special committees as may be appropriate for the conduct of the business of the HBA and to promote its purposes, prescribe the duties of each such committee, appoint the chairperson and all members thereof, and fill any vacancies therein.

2. The President-Elect. In the absence of the President, the President-Elect shall exercise the powers of the President.

The President-Elect shall assist the President in his or her duties, and shall draft and present proposals to promote the HBA for the consideration of the HBA and of outside entities or individuals.

3. The Vice President. In the absence of the President-Elect, the Vice President shall exercise the powers of the President-Elect.

The Vice President shall assist the President in his or her duties, shall assist in relations with the general public, and shall work with the Secretary to produce and distribute the HBA Newsletter.

4. The Secretary. The Secretary shall keep minutes of the Board Meetings and General and Special Meetings as well as a record of all proceedings of the HBA and of all matters of which a record shall be ordered by the HBA or the President. The Secretary shall maintain a current letterhead.

The Secretary shall be responsible for executing all official correspondence, managing the receipt and issuance of letters and mailings, and maintaining the official files of the HBA. The Secretary shall work with the Vice President to produce and distribute the HBA Newsletter.

5. The Treasurer. The Treasurer shall be responsible for maintaining all financial records of the HBA. The Treasurer shall present a financial report to the members on an annual basis (to be submitted

as the Annual Fiscal Report) or as requested by the President, the Board, or the members. The Treasurer shall be responsible for collecting dues for the HBA.

The Treasurer shall maintain the HBA's funds in a separate bank account to be held in the name of the HBA.

Section C. Term of Office. The term of office for each Officer shall be one (1) year.

When the President leaves office, the President-Elect shall ascend to the position of President.

Section D. Absences. Three (3) successive unexcused absences from a Board meeting, a General Meeting or a Special Meeting by an Officer shall be construed as a resignation from office.

Section E. Removal From Office. Any Officer may be removed from office for conduct contrary to the purposes of the HBA by a two-thirds vote of the Regular Members in attendance at a General or Special Meeting at which there is at least ten (10) days notice and there is a Quorum.

Section F. Suspension. Any Officer may be suspended for conduct contrary to the purposes of the HBA by a majority vote of the Board (excluding the Officer(s) subject to suspension) at a Board Meeting at which there is a Quorum. A suspension under this provision shall last no more than sixty (60) days. At the end of the sixty-day period, the suspended Officer shall either be removed from office pursuant to Section E of this Article IV, or, if no vote occurs or the Regular Members do not elect to remove the Officer, the Officer shall be reinstated as an Officer. The Board may vote to reinstate the Director by majority vote prior to the expiration of the sixty-day period.

ARTICLE VI. ELECTIONS

Section A. Elections Committee. The President shall select an Elections Committee which shall consist of up to three (3) Regular or Associate Members.

Section B. Nominations. Candidates for Office and for the at-large positions on the Board shall be nominated by any Regular or Associate Member.

1. Nominations Meeting. Nominations may be made from the floor at a meeting immediately preceding the last meeting of the calendar year ("Nominations Meeting"); and/or

2. Nominations in Writing. Nominations may be made in writing during a period designated by the Elections Committee, provided that, if a Nominations Meeting is held, such written nominations must be received prior to the end of the Nominations Meeting.

Section C. Election Procedure.

1. Unless otherwise specified at the Nominations Meeting, elections shall be held annually at the last meeting of each calendar year (“Election Meeting”).
2. Upon the close of nominations and prior to the Election Meeting, the Elections Committee shall prepare and mail or otherwise provide to each Regular Member a roster of the candidates. The candidate roster mailing shall include the date, place and time of the Elections Meeting.
3. An official Ballot will be provided to each Regular Member at the Election Meeting for the purpose of voting for the Officers and the Board of Directors.

Section D. Sole Nominee. When there is only one nominee for an office, such person may be elected by voice vote.

Section E. Vote Tally Procedure. The Elections Committee shall count and tally the ballots, and then shall inform the Regular and Associate Members (not later than 28 days from the date of tally) of the election results.

Section F. Assumption of Duties. New Officers and Directors shall assume their duties on the twenty-eighth day after the elections.

Section G. Vacancies in Office. If any office or at-large position on the Board shall become vacant for any reason, the remaining Officers and members of the Board shall by vote fill such vacancy. Such elected person shall immediately assume the duties of office and shall hold such office until the next regular annual election.

ARTICLE VII. QUORUM

Section A. Membership Meeting. For membership meetings, a Quorum shall be twenty-five percent (25%) of the Regular Members.

Section B. Board Meetings. For Board Meetings, a Quorum shall be not less than five (5) Directors that are Regular Members.

Section C. Tie-Breaking. In the event of a tie vote within the Board, the Ex-Officio Board Member shall cast the tie-breaking vote within twenty-four hours of the vote in question.

ARTICLE VIII. FINANCE AND ACCOUNTING

Section A. Fiscal Year. The fiscal year of the HBA shall be from January 1 through December 31.

Section B. Authorization for Expenditures.

1. The President may authorize expenditures up to one hundred dollars (\$100.00).
2. Expenditures over one hundred dollars (\$100.000) but less than two hundred dollars (\$200.00) must be authorized jointly by the President and Treasurer.
3. Expenditures in excess of two hundred dollars (\$200.00) must be approved by majority vote of the Board.

ARTICLE IX. AMENDMENT OF BY-LAWS

Section A. Amendments. The By-Laws of the HBA may be amended by a Resolution of the Board subject to approval of two-thirds vote of the Regular Members present at a meeting at which there is a quorum.

Section B. Effective Date. Any amendment of the By-Laws shall become effective on the date the amendment(s) are approved by a two-thirds vote of the Regular Members present at a meeting at which there is a Quorum.

Section C. Proposals. Proposals for amendments to the By-Laws of the HBA shall be made at a meeting preceding any vote thereon, and no vote shall be taken until notice is given to the Regular Members of a meeting for the purposes of such vote.

DATE: May 31,1983

Rafael A. Porrata-Doria
President

Amended by vote of general membership February 7, 2001

DATE: February 7, 2001²

Richard Negrin
President

Amended by vote of the general membership November 19, 2009

DATE: November 19, 2009³

Teresa M. Rodriguez
President

² Proposed changes were voted upon at a Board meeting on 2/1/01. Board members present were: Richard Negrin, Pedro Rivera, Henri Marcial, Arlene Rivera Finkelstein, Aurora Vasquez, and Iris Coloma-Gaines. Amendments were presented to the general membership for ratification on 2/7/01.

³ Proposed changes were voted upon during Board conference call on 11/5/09. Board members who participated were: Teresa Rodriguez, Diana Cortes, Carlos Montoya, Marlene Gomez, Lorena Ahumada, and Danny Cevallos. Amendments were presented to the general membership for ratification on 11/19/09.

