



BY-LAWS OF THE HISPANIC BAR ASSOCIATION OF THE DISTRICT OF COLUMBIA FOUNDATION

ARTICLE I. NAME AND PURPOSE

SECTION A. Name. The name of the organization is “The Hispanic Bar Association of the District of Columbia Foundation” (referred to hereinafter as the “Foundation.”)

SECTION B. Purpose. The purpose of the Foundation is to perform the educational and charitable functions of the Hispanic Bar Association of the District of Columbia (“HBA-DC”) within the meaning of section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code). Specifically, the Foundation is a non-profit charitable organization organized under the laws of the District of Columbia dedicated to:

- Mentoring law students in their pursuit of a career in the law;
- Providing annual monetary fellowships to deserving and qualified first or second year law students who will work unpaid for public interest organizations in the Washington, DC Metropolitan area who primarily serve the Latino community;
- Celebrating the accomplishments of graduating Latino law students in the Washington, DC Metropolitan area with an annual graduation ceremony called PASOS.
- Undertaking such other educational and charitable purposes and activities to advance Latinos in the law or the rights of the Latino community as the Board of Directors may approve.

The Foundation is not organized for the pecuniary profit of its Directors or Officers. Any and all funds raised or secured by the Foundation shall be solely devoted to the charitable and educational purposes of the Foundation and to pay any organizational obligations, including insurance, banking, accounting and reporting fees.

The principal office of the Foundation shall be located in the District of Columbia, at such place as the Board of Directors shall designate. The Foundation shall continuously maintain a registered office in the District of Columbia as well as a Registered Agent, both of whom will be designated by the Board of Directors at the beginning of each calendar year.

Notwithstanding any other provision of these By-Laws, the Foundation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE II. MEMBERS

The Foundation is not a membership organization and therefore has no members.

ARTICLE III. BOARD OF DIRECTORS

Section A. Power of the Board. The affairs of the Foundation shall be managed by the Board of Directors. The Board of Directors shall have general power to control and manage the affairs of the Foundation. It shall be the duty of the Board to formulate and establish policies for the Foundation.

Section B. Qualification and Number. The Board of Directors shall consist of the officers of the Foundation and up to three at-large board members. The President of HBA-DC shall appoint one at-large board member. Only licensed attorneys in good standing in a bar of the United States, who are current members of the HBA-DC, may serve as officers of the Foundation. Non-attorneys, who are current associate members of HBA-DC, may serve on the Board of Directors of the Foundation provided that they have previously served one term on a Foundation Committee. Law students may not serve on the Board of Directors of the Foundation.

Section C. Term of Office. Each Director shall hold office for one year or until his/her successor has been elected and installed in office following the Elections Meeting or until such time as he or she submits a letter of resignation to the Board of Directors.

Section D. Meetings. The Board of Directors shall have the following meetings, which shall always be upon notice:

- 1) Regularly scheduled meetings upon notice by other than these By-laws, unless otherwise designated by the Board of Directors.
- 2) An Annual Meeting of the Board of Directors, which includes the elections of the Officers and Board of Directors for the following year, shall take place by no later than December 7th of each year, with the goal that the newly elected Board of Directors shall begin its duties immediately thereafter and begin planning the Committee activities of the Foundation for the following year by no later than December 30th.
- 3) Any special meetings that may be called by a majority of the Board of Directors, upon notice of at least five days, at a designated place and time.

Section E. Quorum. For any Board of Directors Meeting, a quorum shall not be fewer than three (3) Board Members.

Section F. Manner of Acting. The act of a majority of the Directors present at a meeting, at which a quorum is present, shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these By-Laws.

The Board of Directors may participate in a meeting by means of telephone or other communications equipment as long as all of the Directors participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence at such meeting. A Director may attend a meeting otherwise held in person by means of telephone or other similar communications equipment that would allow such Director to participate in the discussions being held at the meeting to the same extent as if he or she were physically present.

No proxy voting is allowed.

Section G. Vacancies. Any vacancy occurring on the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors shall be filled by the Board of Directors and, in the case of the HBA-DC-appointed seat's vacancy, by the HBA-DC President. A Director appointed to fill a vacancy shall serve for the unexpired term of his/her predecessor. A Director appointed to fill a vacancy created by an increase in the size of the Board shall serve until his/her successor has been elected and installed into office.

Section H. Informal Action By Directors. Any action required by law, the Articles of Incorporation of the Foundation, or these By-Laws to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Board, may be taken without a meeting if such action cannot wait to be taken until the next regularly scheduled meeting provided that all Board members are notified of the action to be taken and such action is approved by a majority of a quorum or more of the Board. All actions taken and attendant proceedings shall be set among the records of the Board.

Section I. Removal. A Director shall be removed from office for conduct contrary to the purposes of the Foundation or unbecoming to a Board member upon a motion adopted by the Board of Directors.

Section J. Resignation. Any Director may resign at any time by giving written notice to the Board of Directors or to the President. A resignation will be effective immediately unless otherwise stated therein.

ARTICLE IV. OFFICERS

Section A. Positions and Qualifications. The Officers of the Foundation shall consist of a President, a Vice President, a Secretary, and a Treasurer.

The Board of Directors may create and fill new officer positions as the Board may see fit. Any such new officer will not become a voting member of the Board unless his/her appointment is approved by a majority of the Board of Directors. In all other respects, such new officer shall be subject to these By-Laws as if elected at an Elections Meeting. Only licensed attorneys in good standing in a bar of the United States, who are current HBA-DC members, may serve as Officers.

Section B. Power and Duties of Officers. The Officers of the Foundation shall have the following powers and duties or such powers and duties as may be determined by resolution of the Board that are not inconsistent with these By-Laws:

1. President. The President shall serve as the Chief Executive Officer of the Foundation. Subject to the supervision of the Board of Directors, the President shall have such powers and duties as are usually exercised by such an officer. The President shall be responsible for maintaining a current mailing address and handling all official correspondence for the Foundation, except as may otherwise be designated. He/she shall preside at all meetings of the Board. The President shall submit an annual report on the operations of the Foundation to the Board of Directors by December 7th. The President shall have the power to appoint and remove chairpersons of Foundation committees. The President may not also hold the position of Treasurer.
2. Vice President. The Vice President shall assist the President with matters regarding policies and procedures, administration and finance, committee structure and operation, and any other areas deemed appropriate. In the temporary absence of the President, the Vice President shall have those powers and duties of the President.
3. Secretary. The Secretary shall keep minutes of the Board meetings as well as a record of all proceedings of the Foundation and of all matters of which a record shall be ordered by the Foundation or the President. The Secretary shall be the custodian of the corporate seal and

corporate book and shall be responsible for maintaining the Foundation's files and for filing reports on behalf of the Foundation. The Secretary shall maintain the Foundation's governing documents.

4. Treasurer. The Treasurer shall be responsible for all the financial affairs and financial records of the Foundation with the appropriate oversight of the Board. The Treasurer shall provide a written monthly report on the financial condition of the Foundation to the Board of Directors. The Treasurer shall present an annual financial report to the Board of Directors by December 7th. The Treasurer shall maintain the Foundation's funds in a separate bank account to be held in the name of the Foundation. The Treasurer shall be responsible for filing financial reports on behalf of the Foundation including required tax forms in conjunction with the Foundation's accountant, who shall be selected or designated by the Board of Directors. The Treasurer may not also hold the position of President.

Section C. Term of Office. Each Officer shall hold office for one year or until his/her successor has been elected and installed in office following the Elections Meeting or until such time as he or she submits a letter of resignation to the Board.

Section D. Removal. Any Officer may be removed by the members or the Board whenever in their judgment the best interests of the Foundation would be served thereby, but the removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not itself create contractual rights.

Section E. Vacancies. Except in the case of the offices of President, any vacancy in any office shall be filled, for the unexpired portion of the term of the vacated office, by a vote of two-thirds of the entire Board of Directors.

In the case of any vacancy in the office of the President, the Vice President shall become President for the unexpired portion of the term of the current President. If the Vice-President is, for any reason, unable or unwilling to serve as President for the unexpired portion of the term of the current President, then the vacancy in the office of the President shall be filled by a current officer, for the unexpired portion of the term of the current President, by a vote of two-thirds of the entire Board of Directors; provided, however, that the same person may not hold the office of both President and Treasurer. In the case of any vacancy in the office of the Vice President, the office of Vice President Elect shall be filled by a vote of two-thirds of the entire Board of Directors.

ARTICLE V. ELECTIONS OF DIRECTORS AND OFFICERS

Section A. Elections. Directors shall be elected at the Annual Meeting of the Board of Directors by a vote of a majority of the Directors at the time in office. The newly-elected Board of Directors shall then elect a President, Vice President, Secretary and Treasurer. The election shall be conducted by the at-large Director appointed by the President of the HBA-DC or by a current Board member who is not standing for re-election as may be appointed by the Foundation President in the event that the at-large Director cannot conduct the election.

Section B. Assumption of Duties by New Directors and Officers. New directors and officers shall be installed in office and shall assume their duties upon election.

ARTICLE VI. COMMITTEES

Section A. *Standing Committees.* The following are the standing committees of the Foundation:

- 1) The Fellowship Committee
- 2) The PASOS Committee

The Board of Directors may designate other standing committees of the Foundation as may be appropriate for the conduct of business of the Foundation and to promote its purpose.

However, only members of the Board may serve on a Board committee.

Section B. Appointment of Committee Chairpersons. Except as otherwise provided by these By-Laws, the President shall appoint the chairperson of each Committee. Such chairpersons will determine the number and members of their respective committees; provided, however all committee members must also be a member of the Board of Directors.

Section C. Duties of Committees. The President, with the advice of the Board of Directors, shall prescribe the purposes of each committee. The committee chairpersons shall prescribe the duties of individual committee members.

Section D. Committee Reports. Committee chairpersons shall submit committee reports to the Board on a regular basis in the form and with the frequency that the President deems appropriate.

ARTICLE VII. FINANCE AND ACCOUNTING

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

Section B. Authorization for Expenditures. For purposes of these By-Laws, "expenditure" is defined as a one-time net expense - or the aggregate of the total net expenses - for one event. Expenditures shall be authorized in advance by a majority of the Board of Directors.

Section C. Notation of Expenditure Authorizations. All checks, drafts, notes, or other indicia of indebtedness may be signed by the Treasurer or the President or any person duly authorized by resolution of the Board of Directors.

Section E. Annual Audit. At the discretion of the Board of Directors, an audit of the financial affairs of the Foundation may be conducted immediately after the Annual Financial Report is presented at the Annual Meeting. Such audit shall be made under such circumstances and in such manner as may be prescribed by the Board.

Section F. Indemnification. The Foundation will indemnify, to the maximum extent required by law, any Officer, Director, or member or any former Officer, or Director who was or is a party or is threatened to be made a party to any action by reason of the fact that he or she is or was an Officer, Director, of the Foundation. Any such indemnification will be made in the manner and to the extent required by law and if not required by law to the extent the Board deems to be necessary, appropriate, or desirable.

ARTICLE VIII. MISCELLANEOUS

Section A. Corporate Seal. The Board of Directors may by resolution adopt a corporate seal, the imprint of which shall be recorded on a page in the Corporate Book.

Section B. Affixing Seal. Whenever the Foundation is permitted or required to affix its seal to a document, it shall be sufficient to meet the requirements of any law, rule or regulation relating to a

seal to place the word "(SEAL)" adjacent to the signature of the person authorized to execute the document on behalf of the Foundation.

Section C. *Intellectual Property.* The name "Hispanic Bar Association of the District of Columbia" is the intellectual property of the HBA-DC.

Section D. *Rules of Procedure.* Robert's Rules of Order, latest edition, shall govern all Foundation meetings unless inconsistent with these By-laws.

Section E. *Biennial Report.* The Foundation shall file a report with the District of Columbia Department of Consumer and Regulatory Affairs every two years beginning in 2012.

ARTICLE IX. AMENDMENT OF BY-LAWS

Section A. *Amendment Procedure.* The By-Laws of the Foundation may be adopted, amended or repealed by a majority of the Board of Directors in office at the time a motion for such action is presented, provided that notice of 15 days is given of the proposed change.

The By-laws, as set forth above, shall supersede all previous By-laws or amendments thereto adopted by this Foundation.

These By-laws are effective as of June 10, 2013 by unanimous vote of the Board of Directors of The Hispanic Bar Association of the District of Columbia Foundation.

A handwritten signature in blue ink, appearing to read "Robert Raben".

Robert Raben, Esquire
President