

BY-LAWS OF THE PUERTO RICAN BAR ASSOCIATION

ARTICLE I

NAME

- 1.1 The name of this organization shall be the Puerto Rican Bar Association

ARTICLE II

PURPOSES AND OBJECTIVES

2.1 The purposes of the Puerto Rican Bar Association shall be: to preserve and promote high standards of integrity, honor, professional courtesy, professional ethics, and professional competence among Hispanic attorneys and in the Hispanic community; to promote legal education in the Hispanic community and to foster understanding of and respect for the law; to promote reform in the law; to aid the Hispanic community in becoming aware of its rights, duties and privileges under the law; to provide a forum through which Hispanic attorneys, other members of the legal profession and the community at large may become aware of the needs, goals, cultures and achievements of Hispanics; and particularly, to bring awareness of the needs, goals, culture and achievements of the Puerto Rican community; to promote the common business interests and general welfare of Hispanic attorneys and to provide means for dealing with our common problems; to exchange information concerning matters of interest and to conduct programs of interest and value to Hispanic attorneys; to encourage cooperation, close relationships and fellowship among Hispanic attorneys; to regulate our activities in a manner that will dignify our profession; to create and support other organizations that provide financial assistance to Hispanic, law students or that otherwise further any of the foregoing purposes; and to maintain the honor and dignity of the profession of the law.

MISSION STATEMENTS

2.2 The Puerto Rican Bar Association seeks to:

1. Increase Members' effectiveness and efficiency in the practice of law.
2. Ensure that the Puerto Rican Bar Association adhere to acceptable professional and ethical standards.
3. Improve public understanding of the function and importance of Hispanic legal segment of the community, and more specifically, the Puerto Rican Bar Association and encourage respect thereof.
4. Support and assist members of the legal professional in elevation to higher post in all facet of influence, and specifically Hispanic attorneys and particularly attorneys of Puerto Rican ancestry and heritage, who are aware of and interested in helping and improving

the Hispanic community, and specifically the Puerto Rican community in general, and the Puerto Rican legal community in particular.

5. Support Hispanic jurist, and specifically Puerto Rican jurist, to act as positive role models for our young population in and out of schools, to strive for the betterment of their individual lives and pursue a profession, and preferably in the pursuit of a law degree.

6. Raise funds for scholarships for schools and worthwhile activities that would raise the level of social consciousness in and out of schools.

ARTICLE III

OFFICE

3.1 The association shall continuously maintain in the State of Illinois a registered office and a registered agent whose office is identical with such registered office, and may have other offices within or without the State.

ARTICLE IV MEMBERS

4.1 There shall be four classes of members:

4.1(a) Regular Members.

4.1(b) Associate Members.

4.1(c) Honorary Members.

4.1(d) Student Members.

4.2 Eligibility for membership to the Puerto Rican Bar Association shall be determined as followed:

4.2(a) Regular members shall be limited to individuals licensed to practice law in any jurisdiction in the United States of America.

4.2(b) Associate members shall be limited to individuals who are not admitted to practice in any jurisdiction in the United States but are either licensed to practice law in any foreign country or who have graduated from law school.

4.2(c) Honorary members shall be limited to past regular member or outstanding attorneys who have obtained unusual distinction in the Hispanic community or in the legal profession.

4.2(d) Students members shall be any person currently enrolled in, and in good standing, in any law school of the United State of America.

4.3 Persons eligible to become regular, associate or student members shall become members upon completion of an application form, payment of the first year's dues and consenting to be bound to the Articles of Incorporation and the By-laws of the association. The board of directors shall nominate persons eligible to become honorary members and they must be approved by a majority vote of the members of the association.

4.4 Membership in this association shall be terminated as follows:

4.4(a) Any member who has been suspended or finally disbarred by any legally constituted body having power of disbarment over the member, or who has ceased to be a member of the bar by reason of misconduct, or who ceases to be a law student in good standing, shall automatically forfeit membership in this association.

4.4 (b) Any member formally charged with violating the Constitution of the United States of America, the by-laws of this association, or otherwise engaging in unworthy conduct leading to bring disrepute to the Puerto Rican Bar Association shall, after an appropriate hearing in which such member has been given reasonable opportunity to be present and be heard in his defense, be subject to suspension, censure or expulsion by an affirmative vote of two-thirds (2/3) of the board of directors.

4.4(c) Charges of misconduct against any member shall be made in writing, to the secretary of the association who shall then refer them to the membership committee. Upon recommendation of the membership committee, the board of directors shall issue a notice, in writing by certified mail, to the member so charged. The notice shall set forth the charges against the member and the time and date of the hearing. All charges shall be confidential and kept secret, unless the board of directors decides to take action upon the charges, at which time there shall be full disclosure of all facts and circumstances of any charge.

4.5 A member in good standing of this association shall be one who is not delinquent in payment of any financial obligations to the association, or delinquent in the performance of any other obligation or duty to the association.

ARTICLE V

DUES

5.1 The annual dues of each regular and associate member shall be \$35.00 and the annual dues of each student member shall be \$10.00, or such other sums as are established by the board of directors. Honorary members shall not pay dues unless they wish to exercise members voting rights.

5.2 The dues shall become due and payable on the first day of July of each year.

5.3 Any member who fails to pay dues or other charges within ninety days from the due date shall lose his good standing.

ARTICLE VI

MEMBER'S VOTING RIGHTS

6.1 Each regular member, in good standing, shall have one vote, to be cast in person or by duly appointed proxy.

6.2 Associate and student members shall have no vote, but shall be entitled to participate in committees and in debates.

6.3 Honorary member shall have no vote unless they meet the requirements of paragraph 4.2(a) and 4.5 and have paid annual dues to the association.

6.4 All actions at annual meetings, special meetings or other meetings of members, shall be taken by majority vote of the members who are eligible to vote, in person or by written proxy, except as otherwise required by law, the articles of incorporation or these by-laws.

ARTICLE VII

BOARD OF DIRECTORS

7.1 The board of directors shall manage the association's affairs and activities.

7.2 The board of directors shall have seven members and shall be composed of the officers of the association, the general counsel for the association and two other regular members to be elected at the annual meeting, and shall serve in accordance with their term of office or until their successors are duly elected. All directors, except the general counsel, shall be chosen from the regular members by a majority of the members voting at such annual meeting.

7.3 The term of office of directors elected from the general membership shall be for two years from the close of the annual meeting at which the election is announced until the close of the annual meeting at which the term ends, or until a successor is elected, except that a one year term of office may be initially designated by the president for one-half of the directors to be elected, to provide for evenly alternating terms of office among the directors.

7.4 The board of directors shall meet on a regular basis on the fourth week of each month, except the months of July and August. The board of directors may establish, by resolution, the time and place for the holding of other meeting. written notice of the meetings of the board of directors shall be mailed to each director, with an agenda and designation of time and place of the meeting, at least 5 days before the date of the meeting.

7.5 The meetings of the board of directors shall be closed to the regular members and to the general public, unless otherwise decided by a majority of the directors.

7.6 Notice of any meeting of the board of directors may be waived in writing signed by any director either before or after the time of the meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or converted.

7.7 If any director shall, without reasonable excuse, fail to attend any three consecutive meetings of the board of directors, such director's term shall be immediately terminated by operation of these by-laws, and the board shall appoint a successor. Any director may also be removed for cause at any time pursuant to, and in accordance with paragraph 4.4(b) of these bylaws.

7.8 The board of directors, after considering the recommendations of the nominating committee, shall announce, at the annual meeting of members, its nomination of one regular member for each directorship to be filled. Additional nominations for director may be made from the floor at the annual meeting by, any voting member, in person or by proxy. If there are more than two nominees for any directorship, and no nominee receives a majority of the first or second ballot for that office, the two nominee who received the highest number of votes are the final nominees for that office. Balloting for that office shall then continue until one of the two final nominees is elected by a majority of the combined number of votes cast for the final nominees. There shall not be any cumulative voting for directors.

7.9 In the event of a directorship vacancy, a new director shall be elected by a majority of the board of directors to complete the term of the vacancy or new office.

7.10 Any action required to be taken at a meeting of the board of directors, or any other action which may be taken at a meeting of the board of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the directors.

7.11 Each director, in good standing, shall have one vote to be cast in person. No proxies shall be allowed. All actions of the board of directors shall be taken by a majority vote of the directors then present and eligible to vote, except as otherwise required by law, the articles of incorporation, or these by-laws.

ARTICLE VIII

ELECTED OFFICERS

8.1 The following officers of the Puerto Rican Bar Association shall be elected from among its regular members:

- a. President
- b. Vice-President

- c. Secretary
- d. Treasurer

8.2 No person shall serve concurrently as more than one officer of the association.

8.3 The elected officers of the association shall be elected annually by the members of the association at the regular monthly meeting preceding the annual meeting of the members of the association. The names of the elected officers shall be announced at the annual meeting of the association.

8.4 An elected officer shall hold office for a regular term of one year from the close of the regular annual meeting until the close of the next succeeding annual meeting or until such time as his successor is duly elected and takes office.

8.5 No elected officers shall serve more than two consecutive terms in the same office.

8.6 Any officer of the association may be removed for cause, at any time, in accordance with, and pursuant to paragraph 4.4(b) of these by-laws.

8.7 The board of directors, after considering the recommendations of the nominating committee, shall announce at the regular monthly member's meeting immediately preceding the annual meeting of members, its nomination of one regular member for each office to be filled. Additional nominations for any office may be made from the floor by any voting member, in person or by written proxy. If there are more than two nominees for any office, and no nominee receives a majority of the first or second ballot for that office, the two nominees who received the highest number of votes are the final nominees for the office. Balloting for that office shall then continue until one of the two final nominees is elected by a majority of the combined number of votes cast for the final nominees. There shall not be any cumulative voting for officers.

8.8 In the event of a vacancy in the office of president, the vice-President shall succeed to the office and shall become president. If the office of vice-president is also vacant, or if the vice-president is unable to, or unwilling to assume the presidency, a new president shall be elected immediately for the remaining term by a majority of the board of directors. If a vacancy occurs in any other office, a successor shall be elected as soon as practical for the remaining term by a majority of the board of directors.

8.9 The president shall preside at all meetings and shall decide all questions of procedure in such meetings. The president shall have executive control over the affairs of the association. The president may sign, with the secretary or any other proper officer of the association thereunto authorized by the board of directors, any deeds, mortgages, bonds, contracts, or other instruments which the board of directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors or by these by-laws to some other officer or agent of the association, or shall be required by law to be otherwise signed or executed. The president shall perform all duties incident to the office of the

president and such other duties as from time to time may be assigned by the board of directors. He shall have the power to call special meetings and to appoint special committees to further the interests of the association, and to represent the association before any legislative body, state agency, any bar association, the judiciary, and any other entity whose operations are associated with the interests of the Puerto Rican Bar Association. The president shall also be the chairman of the by-laws committee.

8.10 The vice-president shall assist the president in the performance of such duties as may be requested of him/her by the president or by the board of directors. In the event of absence of the president, the vice-president shall perform the duties of the president during the absence of the president or because of the president's inability to act. The vice-president shall also be the chairman of the program committee.

8.11 The secretary shall be the custodian of the by-laws, minutes, administrative records and reports of the association. The secretary shall maintain a record of all regular and special meetings of the board of directors and of members, and shall notify directors or members involved of all general and special meetings. The secretary shall also keep an accurate roll of all officers, directors, members, and alternate representatives, and perform such other duties as the president or the board of directors may direct. The secretary shall also prepare summaries of every meeting of the board of directors and of members for publication in the newsletter. The secretary shall also be the chairmen of the membership committee.

8.12 The treasurer shall: (i) bill all members for dues and other charges, (ii) receive, manage and invest all monies of the association, (iii) disburse such monies only for the purposes of the association, and (iv) account to the board of directors and the finance committee for such disbursements. The treasurer shall only pay out money on itemized vouchers countersigned by the president and approved by the board of directors and shall keep a complete chronological records of monies received and disbursed. The treasurer shall prepare, in June of each year, an annual report summarizing the income, expenses, available funds and outstanding liabilities of the association as of the end of the association's fiscal year. The treasurer shall also be the chairman of the scholarship committee.

ARTICLE IX

GENERAL COUNSEL

9.1 The general counsel of the association shall be a regular member, nominated by the president and approved by the board of directors. The general counsel shall be an officer of the association, his term of office shall be one year and shall run concurrently with the term of the elected officers. The general counsel may serve unlimited consecutive terms.

9.2 The general counsel shall assist the president in the performance of duties that may be requested of him by the president. The general counsel shall be responsible for establishing and maintaining the status of the association as a not for-profit corporation and as a tax exempt organization under federal, state and local law. The general counsel shall be responsible for,

and shall be authorized to sign all reports, returns and other documents required to be filed by the association with federal, state or local authorities. The general counsel shall also review the legal and tax consequences of any acts of the association and shall represent the association in any matters involving litigation. The general counsel shall I also be the chairman of the amicus committee.

9.3 The general counsel shall be a member of the board of directors.

ARTICLE X

EDITOR

10.1 The editor of the association shall be a regular member, nominated by the president and approved by the board of directors. The editor shall be an officer of the association, his term of office shall be one year and shall run concurrently with the term of the elected officers. The editor may serve unlimited consecutive terms.

10.2 The editor shall assist the other officers and the directors of the association in keeping the members informed of news, events and matters of interest to our members.

10.3 The editor shall also be the chairman of the publications committee.

ARTICLE XI

COMMITTEES

11.1 There shall be standing committees consisting of the following:

11.1(a) By-Laws Committee - whose duty it shall be to periodically recommend such revisions to these by-laws as they shall deem advisable.

11.1(b) Program Committee - whose duty it shall be to supervise all professional programs sponsored by the association and to establish and maintain community liaisons and provide programs of interest to the membership and the community.

11.1(c) Membership Committee - whose duty it shall be to seek new candidates for membership in this organization.

11.1(d) Scholarship Committee - whose duty it shall be to seek candidates for the association's Scholarship awards, review the candidates qualifications and issue their recommendation to the board of directors.

11.1(e) Finance Committee - whose duty it shall be to organize and supervise programs which are designed to supplement the income of the association.

11.1(f) Social Affairs Committee - whose duty it shall be to supervise all social functions undertaken by the association and to assist all subcommittees appointed for the various social functions.

11.1(g) Publication Committee - whose duty it shall be to supervise the publishing and distribution of a monthly newsletter to all members of the association.

11.1(h) Nominating Committee - whose duty it shall be to evaluate and nominate candidates for officers and for the board of directors.

11.1(i) Professional Growth and Participation Committee - whose duty it shall be to foster, keep track of and report on the achievements of Hispanic attorneys in the profession, and particularly Puerto Rican attorneys.

11.1(j) Amicus Committee - whose duty it shall be to supervise the preparation and submission of amicus curiae briefs.

11.2 All committees shall consist of at least three members of the association.

11.3 Chairmen for the committees not chaired by officers shall be appointed by the president.

11.4 Except as otherwise provided, committee chairmen and members shall serve until the fiscal year ends or until their successors have been appointed.

11.5 The president shall be an ex-officio member of all committees.

ARTICLE XII

MEETINGS OF MEMBERS

12.1 An annual meeting of the members shall be held on the second week of June of each year for the purpose of electing directors and for the transaction of such other business as may come before the meeting.

12.2 Regular meetings of the association shall be held on the fourth week of each month, except the months of July and August, at a time and place agreed upon by the board of directors and the program committee chairman.

12.3 Special meetings are meetings of the members at which one or more matters, other than elections, are proposed for resolution by vote of the members. A special meeting may be called by the president, two-thirds of the board of directors, not less than less than 10 per cent of the regular members, by delivery of a written request to the president and secretary. Such request shall contain the resolutions proposed to be considered by the members. The secretary

shall verify the petition. Special meetings shall be held concurrently with regular meetings whenever possible, or at such time and place established by the board of directors.

12.4 Written notice of regular or special meetings of the association with a description of the agenda and designating the time and place for holding the meeting shall be delivered personally or mailed to each member at least 5 days, but no more than 30 days, before the date of the meeting. Attendance by a member at a meeting shall constitute a waiver of the notice for said meeting, unless a member attends solely for the purpose of objecting to the holding of the meeting because of improper notice, in which event, the objecting member must deliver such objection in writing to the secretary before any substantive matter is considered. When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken.

12.5 Meetings of the standing and special committees shall be held upon call of the respective committee chairman.

12.6 All meetings shall be conducted in accordance with the current edition of Roberts' Rules of Order, except when such rules contravene these by-laws.

12.7 The order of business at regular monthly meetings of the association, unless amended by a majority of members present at such meeting, shall be as follows:

- 12.7(a). Call the meeting to order.
- 12.7(b). Reading of minutes of previous meeting.
- 12.7(c). President's report.
- 12.7(d). Treasurer's report.
- 12.7(e). Committee reports:
 - (i) Standing committees
 - (ii) Special committees.
- 12.7(f). Unfinished business.
- 12.7(g). New Business.
- 12.7(h). Appointment of committees.
- 12.7(i). Program (guest speakers).
- 12.7(j). Adjournment.

ARTICLE XIII

PROXIES

13.1 The vote of any individual regular member who is unable to attend a meeting may be cast by a proxy duly appointed in writing as follows:

13.1(a) With respect to any business before the association, except proposed amendments to the by-laws, another regular member may serve as proxy for a member who is unable to attend,

if the secretary receives written notice, signed by the regular member, of the appointment of the proxy. Such appointment shall continue in effect for 28 days or until revoked in writing, whichever is first.

13.1(b) With respect to proposed amendments to the bylaws, an absent regular member who wishes to cast his vote shall name the secretary as his instructed proxy for that limited purpose, by a written, signed appointment, which must be in the hands of the secretary before the meeting is called to order at which such amendments are to be considered. The secretary shall be bound to cast said member's vote affirmatively or negatively as instructed.

13.2 All proxies shall be open to reasonable inspection by the members, however, the board of directors shall decide any questions of validity.

13.3 Presence of the member at the meeting for which the proxy has issued automatically revokes such proxy.

13.4 No member, other than the secretary, as provided in paragraph 13.1(b) of this section shall hold more than one proxy.

ARTICLE XIV

QUORUMS

14.1 A quorum for amending the by-laws of the association, shall require the presence of members constituting at least 10 per cent of all members entitled to vote.

14.2 A quorum for all other business of the association, shall require the presence of members constituting at least 5 per cent of all member entitled to vote.

14.3 A meeting of the board of directors shall require the presence of at least 4 directors to constitute a quorum.

14.4 A quorum having been established, 50 per cent plus one of the votes actually cast shall suffice to constitute a majority for elections and for adoption of any motion, resolution of other action of the members of the association or the board of directors, except as otherwise required by law, the articles of incorporation or these by-laws.

ARTICLE XV

BY-LAW AMENDMENTS

15.1 The adoption, repeal or amendment of a by-law may be proposed in writing by any regular member at any regular monthly meeting under "new business." The proposal shall be referred, without debate, to the board of directors who shall place it before the by-laws

committee, and the board of directors shall make a recommendation, which may include an alternate version of the proposal, to the members of the association.

15.2 The original proposal and the recommendation of the board of directors shall be taken up for debate and action by the members of the association at its next regular monthly meeting as the first item of "unfinished business." The text of the original proposal or the board's alternate proposal. If any, must be adopted or rejected without change. After debate has ended, the board proposal, if any, shall be voted upon first, and if the board proposal is adopted, the original proposal shall be tabled. If there is no board proposal, or if it fails to obtain a majority vote, the original proposal shall be immediately put to a vote without further debate.

15.3 If a majority of the votes cast by voting members and proxies are affirmative, the board proposal or original proposal shall be declared adopted and shall become effective at the adjournment of that meeting.

ARTICLE XVI

CONTRACTS, LOANS, CHECKS AND DEPOSITS

16.1 **CONTRACTS.** The board of directors may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the association, and such authority may be general or confined to specific instances.

16.2 **LOANS.** No loans shall be contracted on behalf of the association and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or confined to specific instances. The association shall not make loans to its officers, directors or employees.

16.3 **CHECKS, DRAFTS, ETC.** All check drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the association shall be signed by such officer or officers, agent or agents of the association and in such manner as shall from time to time be determined by resolution of the board of directors.

16.4 **DEPOSITS.** All funds of the association not otherwise employed shall be deposited from time to time to the credit of the association in such banks, trust companies or other depositories as the board of directors may select.

ARTICLE XVII

INDEMNIFICATION

17.1 The association shall be authorized to indemnify all officers and directors of the association to the full extent permitted by the General Not For Profit Corporation Act of the State of Illinois and shall be authorized to purchase insurance for such indemnification, but only to the extent determined by the board of directors.

ARTICLE XVIII

FISCAL YEAR

18.1 The fiscal year of the association shall begin on the first day of July of each year and shall terminate on the last day of June of each year.

ARTICLE XIX

COMPENSATION

19.1 No director, officer, committee chairperson, or member of the association shall receive any compensation for services provided to the association, unless reasonable compensation for such services is authorized by the board of directors prior to the time the services are first tendered.

ARTICLE XX

RESIGNATION

20.1 Any directors, officer or member of the association may resign from any office or from the association by submitting a written notice of resignation to the president or to any director. No dues shall be refunded to any resigning member.

ARTICLE XX

REIMBURSEMENT OF EXPENSES

21.1 The association shall reimburse directors, officers and members for expenses incurred on behalf of the association in accordance with the following rules:

21.1(a) Expenses aggregating to less than \$35.00 shall not require prior authorization.

21.1(b) Expenses aggregating to more than \$35.00 shall require prior authorization from the board of directors.

21.1(c) No expense item shall be reimbursed unless and until all receipts, canceled checks or other written evidence that the expense was incurred is submitted to the treasurer of the association.