

# BY-LAWS OF THE DC LATINO LEADERSHIP COUNCIL

## Article I NAME, OFFICE AND PURPOSE

Section 1.1 **Name:** The organization shall be known as **DC Latino Leadership Council**.

Section 1.2 **Office:** The principal office of the organization shall be located within or without the District of Columbia, at such place as the Board of Directors shall from time to time designate. The organization may maintain additional offices at such other places as the Board of Directors may designate.

Section 1.3 **Purpose:** **DC Latino Leadership Council** is a non-profit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. **DC Latino Leadership Council's** purpose is to educate and advocate for the Latino community within the Districts of Columbia and the greater metropolitan area with matters that affect their daily life such as current laws, education, jobs, and economic matters.

We provide education by conducting research, writing issue papers, convening forums, and organizing free lectures in schools, libraries, and other public venues. In addition, **DC Latino Leadership Council** will use social media channels and the **DC Latino Leadership Council's** website to provide information on current and future events.

To maximize our effort on educating and empowering the Latino community, we may seek to collaborate with other non-profit organizations which fall under the 501(c) (3) section of the internal revenue code and are operated exclusively for educational and charitable purposes.

We will also provide internships or volunteer opportunities to high school and college Latino students as well non-Latino background students who wishes to learn and help impact the Latino community.

### 1.4 **Public Benefit**

**DC Latino Leadership Council** is designated as a public benefit corporation.

## Article II MEMBERSHIP

Section 2.1 The organization shall have no members. Any action which would otherwise require approval by a majority or all members shall require only approval of the board. All rights which would otherwise vest in the members shall vest in the Board.

**Article III**  
**OFFICERS, BOARD OF DIRECTORS, EXECUTIVE COMMITTEE**

Section 3.1 **Officers:** The officers of the **DC Latino Leadership Council** shall be the President, the Vice President, the Secretary, the Treasurer. Officers of the Organization shall serve for two-year terms.

Section 3.1.1 **President:** The President shall be the chief executive officer of the **DC Latino Leadership Council**, having general charge of the organization's affairs and its agents. The President is authorized to sign all checks, agreements, and other legal documents of the **DC Latino Leadership Council**. The President shall preside over all Executive Committee and regular board meetings and shall perform all duties incident to the office of the President including those which may be defined or modified by the by-laws. The President shall have discretion in determining the activities which will further the purposes of the **DC Latino Leadership Council** subject to review by the Executive Committee and the Board. Except as otherwise specified in the by-laws, the President shall appoint all committees, coordinators and other agents of the **DC Latino Leadership Council** and will assign duties appropriately.

Section 3.1.2 **Vice President:** The Vice President shall work in concert with the Secretary and Treasurer to strengthen the organization. The Vice President shall consult with the Executive Committee on the appointment of committees, task forces, and coordinators, as needed, to carry out the duties of the office. If the President resigns, the Vice President shall act as President until a new President is elected in accordance with Article VI.

Section 3.1.3. **Secretary:** The Secretary shall give, or cause to be given, notice of regular and special, and annual meetings to the Board. The Secretary shall keep the minutes of meetings. The Secretary shall keep an official list of the entire Board, and such other lists as are deemed necessary for **DC Latino Leadership Council** functions. The Secretary shall also keep copies of all correspondence generated by the **DC Latino Leadership Council** and have it reasonably available for inspection by the Board.

Section 3.1.4. **Treasurer:** The Treasurer shall have custody of the **DC Latino Leadership Council** funds and shall maintain the **DC Latino Leadership Council** financial records. The Treasurer shall keep an accurate account of all receipts and expenditures and shall promptly deposit all funds in such accounts as may be designated by the Executive Committee. The Treasurer shall be authorized to sign all checks and will disburse the funds of the **DC Latino Leadership Council** as may be properly ordered by the President, Executive Committee, or Board. The Treasurer shall make a financial report, in writing, at each meeting detailing income and expenditures for the past reporting period. The Treasurer shall be responsible for preparing and filing all financial reports as may be required by law or regulation. In the case of a vacancy in the office of the Treasurer, the President shall appoint an Acting Treasurer until a successor is elected in accordance with Article VI. The Acting Treasurer shall have all powers and duties of the Treasurer. The President may appoint an existing officer to fill the vacancy. If the President fails to make an appointment within 10 days of the vacancy, the Vice President shall become Acting Treasurer until such appointment is made or a Treasurer is elected.

Section 3.1.6 **Terms of Office of Officers:** The **DC Latino Leadership Council** Officers shall serve two-year terms, and are eligible for re-election for up to three consecutive terms. In the case of a Board member elected to an Officer position, whose Board membership remaining term is less than two years at time of election, his or her Board membership shall automatically be extended until Officer term expires. Vacancies that are filled shall be valid until the end of the respective term.

Section 3.2 **Board of Directors:** The Board of Directors is responsible for considering all aspects related to the organization, including the evaluation and approval of the program of activities, i.e., fundraising and the allocation of financial and human resources.

Section 3.3 **Number of Directors:** The number of Directors constituting the entire Board of Directors of the organization shall be seven (7), from which four (4) will be elected as Officers of the organization by the Board of Directors. The number of Directors may be increased or decreased from time to time by amendment to the By-laws. No decrease shall shorten the term of any incumbent Director nor shall the number of Directors be decreased at any time to less than three.

Section 3.4 **Terms of Office of Board of Directors:** The term of office of Board of Directors of the Organization shall be for two-year terms. The terms of directors shall be staggered. Board members shall serve two-year terms with approximately half of the Directors elected at each annual meeting.

Section 3.5 **Vacancies:** Any vacancy in the Board of Directors, occurring either through any directorships or by reason of death, resignation, retirement, disqualification, or removal of a Director, shall be filled by an appointment by the Board of Directors who has been nominated for such person by the Executive Committee of the Organization. A Director appointed to fill a vacancy shall hold office for the remaining term of the Director for which the vacancy was filled.

Section 3.6 **Removal:** A Director may be removed, with or without cause, by a vote of a majority of the Directors of the Organization. The request for removal shall be in writing to the President or Secretary and shall state the reasons for the request. The request shall be signed by at least two Board Members.

Section 3.7 **Resignations:** A director may resign at any time by delivering written notice to the Board of Directors, the President, or the Secretary. Such resignation shall take effect when such notice is delivered, unless the notice specifies a later effective date.

Section 3.8 **Executive Committee:** The Executive Committee shall be comprised of the President, the Vice President, the Secretary, the Treasurer, the Chairperson of the Board Development Committee, the Chairperson of the Finance and Fundraiser Committee, Chairperson of the By-laws and Elections committee, and any chairpersons of ad hoc committees. Any appointed Counsel shall serve as ex-officio members of the Committee. The Executive Committee shall assist the President in the preparation of the agenda for each meeting, and carry out the instructions of the **DC Latino Leadership Council** once a vote has been taken on an issue. The Executive Committee shall meet prior to each regular meeting at a time and a

place specified by the President. The Executive Committee may also meet at other times of its choosing.

## **Article IV MEETINGS**

Section 4.1 **Types of meetings:** There will be three type of meetings, Regular, Special and annual.

Section 4.2. **Regular Meetings.** Regular meetings are those which occur on a monthly basis or as determined by the Executive Committee at any location within the Washington, D.C. Metropolitan Area. These meetings are open by invitation to non-Board members as observers. The Executive Committee shall have the power to change the meeting date and time as necessary for extraordinary reasons.

Section 4.3. **Special Meetings.** Special meetings are any other meetings of the Board of Directors approved by the Executive Committee upon notice duly given, as stated in Section 4.6. Special meetings may be called by written notice of the Executive Committee. Such meetings shall be announced to Board Members by mail (electronic and/or postal), by posting on the organization's Website. The announcement shall give the purpose for the special meeting. No other business may be transacted at that meeting.

Section 4.4. **Annual Meeting.** The annual meeting shall be convened by the Board of Directors. Board of Directors of the Organization shall be elected at the annual meeting. Officers are elected at a by-annual meeting.

Section 4.5 **Action Without a Meeting.** Any action required or permitted to be taken at a meeting of the Board of Directors (including amendment of these By-laws) or of any committee may be taken without a meeting if all the members of the Board or committee consent in writing to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board or of the committee as the case may be.

Section 4.6. **Notice of Meetings.** Notice for all meetings shall be provided by letter, fax or electronic mail sent to the Board members' addresses on file at the organization, stating the place, date and hour of any meeting at least 14 days in advance. For Special meetings, where 14 days prior notice is not possible, notice shall be given by telephone or electronic mail, at least 7 days in advance. The notice shall state the purpose for which the meeting is called. The notice shall also be posted on the organization's website.

Section 4.7 **Quorum and Voting.** A majority of the Directors, four (4) out of seven (7) members, shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. Each Director shall be entitled to one (1) vote and the vote 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 a greater number is specifically required by these By-laws, by the

Organization's Articles of Incorporation or by the laws of the District of Columbia. No proxy vote shall be permitted at any time.

Section 4.8 **Minutes.** Minutes shall be taken by the Secretary in each meeting and shall brief the Board members present of the topics discussed and agreed at the previous meeting. All meetings shall be convened by the Executive Committee by written communication to all Board members.

## **Article V COMMITTEES**

Section 5.1 **Appointment:** The President shall, with the approval of the Board or the Executive Committee, appoint members of the standing committees and their chairpersons as described below.

Section 5.2 **Board Development Committee:** The Development Committee shall ensure effective board processes, structures and roles, including retreat planning, committee development, and board evaluation; shall assist Organization in the role of nominating committee by periodically providing list of potential Board members. Will develop orientation and training of Board members.

Section 5.3 **Finance and Fundraising Committee:** The Finance Committee shall adopt and execute a yearly fundraising plan made in accordance with the budget developed by the Executive Committee.

Section 5.4 **By-laws and Elections Committee:** This Committee will maintain the Organization by-laws in an efficient, effective and updated condition. This Committee will react quickly to correct any verbiage in the by-laws which prevents the Organization from fulfilling its mission. To insure the by-laws meet all legal requirements for this type of Organization (corporation). To protect the image of the Organization, if necessary, by revising the by-laws. To review the by-laws mission principles in a timely fashion and make recommendations for change as necessary. During the annual election process committee will be in charge of elections process. Members of the By-laws and Elections Committee will manage the election process. The Committee members must be formed at least sixty (60) days before the election date. This committee will consist of no less than three members, including a chairperson. The committee may seek outside help to run elections.

Section 5.5 **Ad Hoc Committees:** The President may, with the consent of the Executive Committee, appoint such committees as may from time to time be necessary to carry out the business of the **DC Latino Leadership Council** (where an Ad Hoc Committee's responsibilities may overlap with the responsibilities of another committee, all action shall be taking cooperatively.)

## **Article VI ELECTIONS AND TERMS OF DIRECTORS**

(a) The first Board of Directors of the **DC Latino Leadership Council** shall consist of those persons named in the Articles of Incorporation for an initial term of 2 years.

(b) Election of Board members shall occur at each annual meeting of the Board of Directors. The terms of directors shall be staggered. Initial Board members shall serve staggered terms of one and two years. Thereafter, Board members shall serve two-year terms with approximately half of the Directors elected at each annual meeting. Each director shall hold office until the annual meeting when his/her term expires and until his/her successor has been elected and qualified.

**Section 6.1 Number, Election, and Tenure:** The terms of directors shall be staggered. The initial 7 members of the Board shall be elected as follow: 4 (four) members to a two (2) year term and three (3) Board members to a one (1) year term. After the first annual meeting, subsequent elections will be held during the annual meeting to elect the half of the seven (7) members of the Board of Directors whose board term expires, for a two (2) year period.

#### **Section 6.2 Procedures.**

**Section 6.2.1** The Committee shall give notice of the election date, and present to the Board eligibility requirement to be elected as well as the elections procedures at least two weeks in advance.

**Section 6.2.2** Elections shall be held by simple majority vote of Board members. No proxy voting is permitted.

**Section 6.2.3** The Elections Committee shall announce the results of the election. For the results to be official and final there should be no objection to the results of the elections by a majority of the Board member present at the time of the count.

**Section 6.2.5** Elected Board members are expected to perform their duties of their position in a responsible and effective manner. Any position in the Board of Directors or the Executive Committee except for that of the President, that becomes available, due to either resignation or separation of an officer who is not in good standing and/or persistently fails to perform his or her duties responsibly and efficiently, shall be filled within thirty (30) days, for the remainder of the term. First, the Board will appoint the member that obtained the second largest number of votes for the position in the election, provided he or she is willing. In case the person is unwilling or unavailable, the Board of Directors will select from individuals who have demonstrated a strong commitment with the organization by regularly attending the meetings and participating and collaborating in activities of the organization.

**Section 6.3 Election of Officers:** Election of officers shall take place during the annual Board members. Officers are elected for a two-year term. Nominations may be accepted from the floor, and all voting shall be by secret ballot. All Board members are eligible to run.

**Section 6.4 Removal:** In the case of the removal or resignation of any officer, notice in writing of such vacancy shall be made within thirty days of the effective date of such vacancy to the

Board. An officer may be removed by the Board of Directors at a meeting, or by action in writing pursuant to Section 3.6, whenever in the Board's judgment the best interests of the Organization will be served thereby. Any such removal shall be without prejudice to the contract rights, if any, of the person so removed.

## **Article VII BOOKS AND RECORDS**

Section 7.1 **Books and Records:** Correct books of account of the activities and transactions of the Organization shall be kept at the office of the Organization. These shall include a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these By-laws, and all minutes of meetings of the Board of Directors.

## **Article VIII EXPENDITURES**

Section 8.1 **Expenditure:** Expenditures will be made in accordance with a budget prepared by the Executive Committee and approved by the Board. Non-budget expenditures of up to \$500.00 per event or instance may be approved by the President. Non-budget expenditures of \$500.01 or more must be approved by the Executive Committee.

Section 8.2 **Paid Staff:** The Board of Directors may hire such paid staff as they deem proper and necessary for the operations of the Organization. The powers and duties of the paid staff shall be as assigned or as delegated to be assigned by the Board.

## **Article IX FISCAL YEAR**

Section 9.1 **Fiscal Year:** The fiscal year of the Organization shall be January 1 - December 31 but may be changed by resolution of the Board of Directors.

## **Article X PROCEDURE**

Section 10.1 **Rules of Order:** Robert's Rules of Order, Newly Revised, shall govern this organization except as otherwise specified herein.

Section 10.2 **Other Matters:** Rules of Procedure for the **DC Latino Leadership Council** may be adopted to provide for the governance of the affairs of the **DC Latino Leadership Council** in matters not provided for in these By-laws. Standing rules of procedure or amendments may be proposed by any Board member. Standing Rules of Procedure may be adopted or amended by a majority vote of the **DC Latino Leadership Council** Board of Directors or Executive Committee.

## **Article XI**

## AMENDMENT OF BY-LAWS

Section 11.1 **Amendments:** These by-laws may be amended when necessary by two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the secretary to be sent out with regular Board announcements or provided all members of the Board waive such notice, or by unanimous consent in writing without a meeting pursuant to Section 4.5.

### Article XII MISCELLANEOUS

#### Section 12.1 **Dissolution**

Upon termination or dissolution of the **DC Latino Leadership Council**, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the **DC Latino Leadership Council** hereunder shall be selected by the discretion of a majority of the managing body of the **DC Latino Leadership Council** and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the **DC Latino Leadership Council** by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the Washington, D.C.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the Washington, D.C. to be added to the general fund.

#### Section 12.2 **Indemnification and Insurance:**

(a) Unless otherwise prohibited by law, the **DC Latino Leadership Council** shall indemnify any director or officer, any former director or officer, any person who may have served at its request as a director or officer of another Organization, whether for-profit or not-for-profit, and may, by resolution of the Board of Directors, indemnify any employee against any and all expenses and liabilities actually and necessarily incurred by him/her or imposed on him/her in connection with any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) to which s/he may be or is made a party by reason of being or having been such director, officer, or employee; subject to the limitation,



however, that there shall be no indemnification in relation to matters as to which s/he shall be adjudged in such claim, action, suit, or proceeding to be guilty of a criminal offense or liable to the Organization for damages arising out of his/her own negligence or misconduct in the performance of a duty to the Organization.

(b) Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, or employee. The Organization may advance expenses to , or where appropriate may itself, at its expense, undertake the defense of, any director, officer, or employee; provided, however, that such director, officer or employee shall undertake to repay or to reimburse such expense if it should ultimately be determined that s/he is not entitled to indemnification under this Article.

(c) The provisions of this Article shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after adoption hereof.

(d) The indemnification provided by this Article shall not be deemed exclusive to any other rights to which such director, officer, or employee may be entitled under any statute, Bylaw, agreement, vote of the Board of Directors, or otherwise and shall not restrict the power of the Organization to make any indemnification permitted by law.

(e) The Board of Directors may authorize the purchase of insurance on behalf of any director, officer, employee, or other agent against any liability asserted against or incurred by him/her which arises out of such person's status as a director, officer, employee, or agent or out of acts taken in such capacity, whether or not the Organization would have the power to indemnify the person against that liability under law.

(f) In no case, however, shall the Organization indemnify, reimburse, or insure any person for any taxes imposed on such individual under Chapter 42 of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended ("the Code"). Further, if at any time the Organization is deemed to be a private foundation within the meaning of o 509 of the Code then, during such time, no payment shall be made under this Article if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in o 4941(d) or o 4945(d), respectively, of the code.

(g) If any part of this Article shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

These By-laws were approved at a meeting of the Board of Directors of the **DC Latino Leadership Council** on August 5, 2013.