

METROLALSA, INC.
BYLAWS

ARTICLE I - NAME

The name of the organization is MetroLALSA, Inc. (the “Association”). The Association is a nonprofit organization incorporated under the laws of the State of New York.

ARTICLE II – PURPOSE AND ORGANIZATIONAL STRUCTURE

Section 2.1 – Purpose. The Association is organized, and at all times thereafter operated exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. In furtherance of these purposes, the Association has full power and authority:

- (a) to articulate and promote the educational, professional, and community needs and goals of Latino/a law students;
- (b) to instill a greater awareness and commitment within the New York and New Jersey Latino/a legal community, defined as law students from a metropolitan New York or New Jersey ABA accredited law school, and practicing attorneys, judges, and others with an interest, expertise, or profession in matters of the law from the New York and New Jersey metropolitan area, to the needs of the greater New York and New Jersey Latino/a community;
- (c) to unite the Latino/a legal community from the New York and New Jersey metropolitan area through hosting an annual conference, educational workshops, community outreach initiatives, continuing legal education programs, and professional networking events;
- (d) to perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, as determined by the Association, as set forth in the articles of incorporation and these bylaws, including the exercise of all other power and authority enjoyed by corporations generally by virtue of the provisions of the New York Nonprofit Corporation Act, within and subject to the limitations of section 501(c)(3) of the Internal Revenue Code.

Section 2.2 – General Organizational Structure. The organization is composed of general membership, a permanent standing Committee of Delegates (“Delegates”), and a board of directors (the “Board”). All decisions relating to, or arising out of, any of the enumerated purposes in Section 2.1 above, shall originate from the Delegates in the form of a resolution, pursuant to Section 4.6. Delegates shall not be disbanded, except by amendment to these bylaws, pursuant to Article X.

ARTICLE III – MEMBERSHIP

3.1 – Eligibility for Membership. General membership shall consist of any matriculated law student who supports the principals enunciated in these bylaws and is a member of the Latin American Law Students Association (“LALSA”) or other Latino/a-centered organization associated with the ABA- accredited law schools in the New York and New Jersey metropolitan area. These schools include: Benjamin N. Cardozo School of Law, Brooklyn Law School,

Columbia Law School, CUNY School of Law, Fordham University School of Law, Maurice A. Dean School of Law, New York Law School, New York University School of Law, Pace Law School, Rutgers School of Law - Newark, Seton Hall University School of Law, St. John's University School of Law, and Touro Law Center.

Additional LALSAs or other Latino/a-centered organizations may join the Association by amending these bylaws upon the approval of the Delegates, pursuant to Article X.

3.2 - MetroLALSA Alumni Association. The Association shall work in conjunction with Alumni to create and sustain an Alumni Association.

3.3 Duties of Membership. Regular participation in the activities of this Association is incumbent upon each general member; such as, but not limited to:

- (a) Regularly attend general body meetings; and
- (b) Participate in at least one event or initiative of the Association during its fiscal calendar year.

ARTICLE IV – DELEGATES

4.1 – Definition. Delegates are individual-voting participants of the Association who are matriculated law students at an ABA-accredited law school.

4.2 – Delegate Selection. Delegates are chosen by the respective law school's LALSA or Latino/a-centered organization that is a member of the Association, pursuant to Section 3.1. Such organizations may appoint no more than two Delegates to represent the respective law school at all general body meetings and special meetings.

4.3 – Duties. Delegates are required to make all reasonable efforts to attend all meetings. The Delegate's voting right shall be disqualified if the Delegate fails to attend at least two (2) general body meetings during a law school academic semester. Such voting right shall be reinstated upon fulfilling the general body meeting attendance requirement. Delegates shall make all reasonable efforts to act in the best interest of the Association at all times.

4.4 – Quorum. A quorum is required for Delegates to a matter that requires a resolution brought before the meeting. A quorum shall consist of a majority of the member schools. Presence for the purpose of a quorum can be established when at least one Delegate of record from his or her respective law school is present.

4.5 – Voting and Proxy. Each Delegate vote constitutes one vote. When only one delegate from his or her respective school is present, the Delegate present will have two votes. Delegates may attend general body meetings and vote on any matter in person or by constructive presence (defined as, but not limited to, tele-conferencing, Skyping, and video-chatting). A proxy may be any person of the Association who is a matriculated at the school of the absent Delegate. Proxy voting is not permitted except for advance notice meetings for bylaw amendments and elections.

4.6 – Delegate Resolutions. Any Delegate may raise an issue for a vote at a general meeting. The issue must be sent to the Officers on the Board two days prior to the scheduled meeting. The Officers, pursuant to Section 5.2, will add the proposed resolution to the meeting agenda and request a Delegate vote if the meeting has obtained quorum, as defined in Section 4.4. Under limited circumstances, an issue may be raised for a vote without advance notice to the Officers if the issue requires immediate attention.

ARTICLE V – BOARD OF DIRECTORS

5.1 – Powers and Composition. The Board shall have general power to manage the Association and delegate tasks to carry out the purposes and limitations set forth in the Articles of Incorporation. However, the Board shall not take any action that has not first been formally resolved by the Delegates, as described in Section 4.6. The Board is limited to resolutions approved by the Delegates. The number of directors constituting the entire Board shall be not less than 7 and not more than 13. The number may be increased or decreased by amendment of the bylaws, but no decrease shall shorten the term of any incumbent Director.

5.2 – Election and Term of Directors. Directors consist of the following officers: President, Secretary, Treasurer, Vice President of Alumni Relations Chair, Vice President of Public Relations, and Vice President of Social Action. These director positions shall be elected for a one year term at the annual spring term general body election meeting. The board shall also consist of two Alumni Directors, who are Alumni/a of the Association and shall be elected pursuant to Section 5.3. There are no limitations to the number of terms that a Director may serve. Each Director shall continue in office until his or her successor is elected and qualified, or until his or her death, resignation, or removal.

5.3 Alumni Directors. There are two Alumni Director Positions on the Board. Alumni Directors serve a term of two years and are elected on an alternating schedule during the annual spring term general body election meeting.

5.4 – Removal. Any director may be removed, with or without cause, by a majority resolution of the Delegates, or with cause by a majority of the Board. A removed director may, upon resolution of the Board, be reinstated by a vote of a majority of the Delegates for good cause shown. In either case, such director shall have the opportunity to speak on their behalf before removal.

5.5 – Resignation. Any director may resign from office at any time by delivering a resignation in writing to the Board. Acceptance of this resignation, unless required by the terms thereof, is not necessary to make the resignation effective.

5.6 – Director Compensation. Directors shall not be compensated for their duties as directors.

5.7 – Newly Created Directorships and Vacancies. Newly created directorships and vacancies among the directors for any reason may be filled by the Board as needed and require ratification of a majority vote of the Delegates at the next scheduled meeting. Directors so elected shall serve until the next annual meeting of the Board.

5.8 – Time and Place of Meetings. The annual meeting of the Board shall be held in August of each year, at a time and place fixed by the Board. Regular meetings shall be held semi-annually. Any director may call a special meeting at any time and place specified by that director, provided that said meeting conforms to the notice requirements, set forth in Section 5.9.

5.9 – Notice of Meetings. Notice of regular and special Board meetings shall:

- (a) include the time and place of the meeting;
- (b) include a written agenda stating all matters upon which action is proposed to be taken; and

- (c) be sent to email addresses provided by all directors at least seven days before the meeting.

Directors' addresses may be updated by sending notice to the other directors within three days of the meeting. Notice of special meetings to discuss matters that require prompt action may be given personally, by telephone, or by email no less than two days before the meeting.

Notice of a regular or special meeting need not be given to any director who:

- (a) submits a signed waiver of notice before or after the meeting; or
- (b) attends the meeting without protesting lack of notice before or after the meeting.

5.10 – Quorum and Voting. At all meetings of the Board, a majority of the entire Board shall constitute a quorum for the transaction of business. Except as otherwise required by law, at any meeting of the Board at which a quorum is present, the vote of a majority of the directors present at the time of the vote shall be the act of the Board.

5.11 – Standing Committees. From time to time, the Board may propose the establishment of standing committees and the Delegates must ratify the decision by a majority vote. The purposes and functions of each standing committee shall be proposed by Board at the creation of the standing committee. The chairperson of each standing committee shall be selected by majority vote of the Delegates. Each committee will have the authority to fulfil the purpose of the committee.

5.12 – Action by the Board. The resolution and the written consents by the members of the Board shall be filed with the minutes of the proceedings of the Board. Any one or more members of the Board may participate in a meeting of the Board by means of a conference via telephone or through other voice communications equipment. Participation in such meeting shall constitute presence in person at the meeting for purposes of quorum and voting.

ARTICLE VI – CHECKS, NOTES AND BANK ACCOUNTS

6.1 – Signatories. All bills, notes, receipts, acceptances, endorsements, checks, releases and financial documents related to the disbursements of fund must be signed by two of the following directors: Treasurer, Secretary, and President, on behalf of the Association.

6.2 – Bank Accounts. The Board is authorized to select and manage the financial accounts for the funds of the Association.

ARTICLE VII – BOOKS AND RECORDS

7.1 – Offices. The office of the Association shall be located at places the Board may from time to time determine.

7.2 – Books. The Association shall keep correct and complete books of accounts of the Association's activities and transactions. These books shall be kept at the Association's office. These books shall include, but not be limited to:

- (a) a copy of the certificate of incorporation
- (b) a copy of these Bylaws;
- (c) a copy of the MetroLALSA policies and procedures; and

(d) financial documents.

7.3 – *E-documents*. Documents not stored at the office shall be stored electronically. These documents shall include, but not be limited to:

- (a) all meeting minutes of the Board;
- (b) all meeting minutes of the Alumni Association; and
- (b) all meeting minutes of the general body Meetings.

ARTICLE VIII - INDEMNIFICATION

8.1 – *Indemnification*. The Association may, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she was a director, officer, or agent of the Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees. No indemnification may be made to or on behalf of any such person if (a) his or her acts were committed in bad faith or were the result of his or her active and deliberate dishonesty and were material to such action or proceeding or (b) he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

8.2 – *Insurance*. The Association shall have the power to purchase and maintain insurance to indemnify the Association for any obligation which it incurs as a result of its indemnification of directors and officers pursuant to Section 8.1 above, or to indemnify such persons in instances in which they may be indemnified pursuant to Section 8.1 above.

ARTICLE IX – GENERAL PROVISIONS

9.1 – *Fiscal Year*. The fiscal year of the Corporation shall be from August 1 through July 31.

9.2 – *Section Headings*. Section headings in these Bylaws are for convenience of reference only and shall not be given any given any effect in limiting or otherwise construing any provision herein.

9.3 – *Enforceability*. In the event that any provision of these Bylaws is or becomes illegal, invalid, or unenforceable in any respect with the law or any provision of the certification of incorporation of the Association, the remaining provisions of these Bylaws shall not be given any effect to the extent of such inconsistency but shall otherwise be given full force and effect.

ARTICLE X – AMENDMENTS

10.1 – *Proposing Amendments*. Any Delegate of record or a Director may propose an amendment of the Bylaws to the Board. The proposal must be submitted fourteen (14) business days before the next scheduled general body meeting in order to submit it to the agenda. The Board must provide notice to the Delegates ten (10) business days before the next scheduled meeting of the proposed amendment vote. The amendment must be voted upon by the Delegates and ratified by the Board.

10.2 - *Passing Amendments*. To amend the Bylaws, an amendment must pass by vote of two-thirds majority of Delegates of record present at an amendment meeting and ratified by a

majority of the Board.

ARTICLE XI – CONFLICTS OF INTEREST

11.1 – Interested Directors and Officer. The Association may not enter into a contract or other transaction between the Association and one or more of its directors or officers, or between the Association and another corporation, firm, association, or other entity in which one or more of its directors or officers are directors or officers, or have a substantial financial interest, unless authorized by a vote of the disinterested directors after the directors' full disclosure in good faith of material facts related to the interested director and the transaction.

11.2 – Loan. The Corporation shall not make or receive loans.

ARTICLE XII - DISSOLUTION

This corporation may be dissolved by a vote of two-thirds of Delegates and a resolution vote of two-thirds of the Board, such vote to be cast at a special meeting called for that purpose, with provision for duly authorized written ballots representing the Delegates and members of the Board not present at the meeting for dissolution.

Adopted: _____

By vote of the incorporated Board.