

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28
29
30
31
32
33
34
35
36
37
38
39
40
41
42

PUERTO RICAN BAR ASSOCIATION, INC.

BY-LAWS



ARTICLE I

MEMBERSHIP

Section 1. Membership. The Membership of the Puerto Rican Bar Association, Inc. and the categories of membership shall be determined by the Board of Directors upon a two-thirds vote. These categories of membership shall include but are not limited to the following categories:

CATEGORY I: Active Member. Any Member of the Bar of the State of New York who practices or resides in the State of New York, and is a Member In Good Standing, as set forth in Article 1, Section 3, shall be considered an Active Member, entitled to all the privileges of the Association, including voting, holding office and participating on committees.

CATEGORY II: Associate Member. Any person admitted to the practice of law in the Commonwealth of Puerto Rico or in any other State, territory, the District of Columbia or a foreign country and is a Member In Good Standing, as set forth in Article 1, Section 3, shall be considered an Associate Member, entitled to all privileges of the Association, except voting and holding office.

CATEGORY III: Student Member. Any person attending law school or any law school graduate who has not yet been admitted to the bar of any jurisdiction and who is employed or resides in New York State and is a Member In Good Standing, as set forth in Article 1, Section 3, shall be considered a Student Member, entitled to all the privileges of the Association, except voting and holding office other than the office of Student Liaison. A Student Member may continue as a Student Member for sixty days after admission to the Bar, but in no event for a period of more than two years after graduation from law school.

The Board of Directors may create such additional categories of membership as it deems appropriate and may extend the privileges of membership to whom it chooses. Such actions shall require a two-thirds vote of the Board.

Section 2. Method. Any applicant for Membership in the Puerto Rican Bar Association, Inc. (the "Association") shall pay the dues required pursuant to Article 2 to the Association's Treasurer.

1 Upon payment the person shall be assigned to the appropriate membership category by the
2 Treasurer. It shall be the responsibility of the Member to keep the Corresponding Secretary of
3 the Association informed of any changes in his or her mailing address and telephone numbers.
4

5 Section 3. Member In Good Standing. A Member shall not be considered In Good Standing
6 unless all dues are fully paid and current, as hereinafter defined:
7

8 (a) For purposes of voting at any general or special meeting, except the annual
9 election meeting, a Member shall be considered In Good Standing if all dues required by the
10 Board of Directors pursuant to Article 2 are fully paid by the date of such general or special
11 meeting and the Corresponding Secretary is informed of the Member's current address and
12 telephone number.
13

14 (b) For purposes of voting at the annual election meeting a Member shall be
15 considered In Good Standing if all dues required by the Board of Directors pursuant to Article 2
16 are fully paid 30 days prior to the scheduled annual meeting, and the Corresponding Secretary is
17 informed of the Member's current address and telephone number.
18

19 Section 4. Resignation. Any Member may resign from the Association by giving
20 written notice of such intention to the Corresponding Secretary, which notice shall be presented
21 to the Board of Directors by the Corresponding Secretary at the first meeting held after its receipt.
22

23 Section 5. Suspension and Expulsion. A Member may be suspended for a period or
24 expelled for cause, such as violation of any of the by-laws of the Association, or for conduct
25 prejudicial to the interests of the Association or the legal profession. Such order of suspension
26 or expulsion shall be by a two thirds vote of the Board of Directors, provided that a statement of
27 the charges shall have been mailed to the Member at his last recorded address, at least fifteen days
28 before action by the Board of Directors is taken. This statement shall be accompanied by a notice
29 of the time and place the Board of Directors is expected to take action on the request for
30 suspension or expulsion. The Member shall be given an opportunity to present a defense at the
31 time and place mentioned in such notice. No action by the Board of Directors as provided herein
32 shall become final unless it is ratified by a majority vote of the Members present and voting at the
33 next general election.
34

35 Section 6. No Member may vote nor be a candidate for nor hold office unless he or she
36 is a Member In Good Standing at the time of such vote, nomination, or while holding office.
37

38 ARTICLE II

39 DUES

40
41
42
43 Section 1. Annual dues for each membership category shall be payable on or before the

1 first day of June.

2
3 **CATEGORY I:** Active Member admitted 5 years or more.
4 Active Member admitted less than 5 years.

5
6 **CATEGORY II:** Associate Member.

7
8 **CATEGORY III:** Student Member.

9
10 **Section 2.** Annual dues for each membership category shall be set by two thirds vote
11 of the Board of Directors on or before March 30th of each year and shall be effective for the
12 following fiscal year.

13
14 **Section 3.** Arrears. Members who fail to pay their dues within thirty days from the time
15 the same become due, shall be notified in writing by the Treasurer, and if payment is not made
16 within the next succeeding thirty days, shall be reported to the Board of Directors as in arrears
17 and, if so ordered by the Board, shall be dropped from the rolls and thereupon forfeit all rights
18 and privileges of Membership.

19
20
21 **ARTICLE III**

22
23 **MEETINGS**

24
25 **Section 1.** Annual Meeting. There shall be an annual meeting of the Association on the
26 last Thursday of April in each year for the election of Officers and Members of the Board of
27 Directors and for receiving the annual reports of Officers, Directors and Committees, and for the
28 transaction of other business. All nominations shall be made from the floor at the meeting. The
29 installation of all Officers and Directors elected at the April meeting shall be held at a time and
30 a place to be selected by the Board of Directors.

31
32 **Section 2.** Notice of Meetings. Notice of each membership meeting including the
33 annual meeting shall be mailed to the last recorded address of each Member at least ten days
34 before the time appointed for the meeting. All notices of meeting shall set forth the place, date,
35 time and agenda for the meeting.

36
37 **Section 3.** Membership Meetings. There shall be at least four general membership
38 meetings during each fiscal year. The time, date and place of the meetings shall be determined
39 by the President in consultation with the Board of Directors. Notice of the meetings shall be given
40 in the manner set out in Section 2 of Article III.

41
42 **Section 4.** Special Meetings. Special meetings of the Association may be called by the
43 Board of Directors in their discretion. Notice for any special meeting shall be given at least five

1 days before the time appointed for the meeting. No business other than that specified in the notice
2 of meeting shall be transacted at any special meeting of the Members.
3

4 **Section 5. Quorum¹.** The presence in person of not less than ten Members shall be
5 necessary to constitute a quorum for the transaction of business, except at special meetings for the
6 election of Directors as provided in Sections 22 and 23 of the General Corporation Law, but a
7 lesser number may adjourn to some future time not less than seven nor more than twenty-one days
8 later, and the Secretary shall thereupon mail notice of the adjournment at least three days before
9 the adjourned meeting to each Member entitled to vote who was absent from the meeting
10 adjourned.
11

12 **Section 6. Voting.** All active Members In Good Standing shall be entitled to one vote
13 each, if present at the meeting. No proxy vote shall be permitted. All questions, the manner of
14 deciding which is not otherwise prescribed, shall be decided by majority vote of the Members
15 present and voting, except that the question of whether the name of the Association should be
16 changed shall be decided by a majority of seventy five percent of the Members present and voting.
17

18 **Section 7. Order of Business for the Annual Meeting.** The order of business at the
19 Annual Meeting shall be as follows:
20

- 21 1. Calling of the roll
- 22 2. Proof of notice of meeting
- 23 3. Reading of minutes
- 24 4. Receiving communications
- 25 5. Election of Officers and Directors
- 26 6. Reports of Officers
- 27 7. Reports of Committees
- 28 8. Unfinished Business
- 29 9. New Business
- 30

31 ~~Any questions as to the priority of business shall be decided by the Chair without debate.~~
32 In the event of any challenge, the parliamentary rules laid down in Roberts Manual shall be
33 decisive.
34

35 ARTICLE IV

36 BOARD OF DIRECTORS

37
38
39
40 **Section 1. Number.** The Members of the Association shall elect eight Members to the

¹ Section 608 of the Not-For-Profit Corporation Law controls.

1 Board of Directors. These eight elected Directors, plus six Officers shall constitute the Board of
2 Directors.

3
4 Section 2. Election of Directors and Terms. At each annual meeting there shall be an
5 election of a number of Directors equal to those whose terms have expired. Directors shall be
6 elected for a term of three years commencing on June 1st. No Director shall serve for more than
7 three years in succession.

8
9 Section 3. Duties. The property, affairs, business and concerns of the Association shall
10 be entrusted to the Board of Directors. They shall have power to hold meetings at such time and
11 place as they think proper; to suspend or expel Members, subject to the provisions of Article I,
12 Section 5 hereof; to consult with and advise the President on Committee appointments; to audit
13 bills and authorize the disbursement of the funds of the Association; to print and circulate
14 documents and publish articles; to carry on correspondence and to communicate with other Bar
15 Associations; and to devise and carry into execution such other measures as they may deem proper
16 and expedient to promote the objectives of the Association and to protect the interest and welfare
17 of the Members.

18
19 Section 4. Legal counsel. The President may nominate legal counsel to the Board to
20 provide such legal advice and guidance as the Board may desire. The President's nominee must
21 be approved by two-thirds of the Board and shall serve for a period of one year.

22
23 Section 5. Meetings. The Board of Directors shall meet as frequently as is necessary
24 to carry out effectively the business of the Association.

25
26 Section 6. Notice of Meetings. Notice of Board meetings shall be issued by the
27 Corresponding Secretary and communicated to each Director at least seven days before the time
28 appointed for the meeting. The President may, however, when he or she deems it necessary, issue
29 a call for a special meeting of the Board, and only five days notice shall be required for such
30 special meeting.

31
32 Section 7. Quorum. A majority of the Board of Directors shall constitute a quorum for
33 the transaction of business. In the absence of the President and the Vice-President, the quorum
34 present shall choose a Chair for the meeting. If a quorum is not present, a less number may
35 adjourn the meeting to a later date but not more than ten days later.

36
37 Section 8. Absence. Should any Member of the Board of Directors absent himself or
38 herself from three successive meetings of the Board, his or her seat on the Board shall be declared
39 vacant by the Board and the vacancy shall be filled as provided in the next section herein.

40
41 Section 9. Vacancies. Whenever any vacancy shall occur in the Board of Directors of
42 a Director who is not an Officer, by death, resignation or for any cause other than the expiration
43 of a term of an elected Director who is not an Officer the same shall be filled by a majority vote

1 of the remaining Members of the Board and such appointee shall serve as a Director until the next
2 annual meeting at which time an election will be held to fill the unexpired term.

3
4 **Section 10. Removal.** Any Director or Officer may be removed from office, for cause,
5 at any time, by a vote of two thirds of the general Members present and voting at any special
6 meeting called for that purpose.

7
8
9 **ARTICLE V**

10
11 **OFFICERS**

12
13 **Section 1. Number and Terms.** The Officers of the Association shall be President,
14 President-Elect, Vice President, Corresponding Secretary, Recording Secretary and Treasurer.
15 The term of each Officer shall be for one year and shall commence on June 1st and end on May
16 31st of the subsequent calendar year. On June 1st the President-Elect for the preceding
17 membership year shall automatically become the President for the current membership year
18 without any further vote or action by the membership or Board of Directors.

19
20 **Section 2.** The President shall serve for a term of one year, and shall not serve for two
21 consecutive terms, provided, however, that this limitation shall not take effect until the elections
22 to be held in April 1996 for positions to be held during the 1996/97 membership year.

23
24 **Section 3. Duties of the President.** The President shall preside at the meetings of the
25 Association and of the Board of Directors. With the advice of the Board of Directors, he shall
26 appoint all committees, both standing and other committees, and be a Member, ex-officio, with
27 right to vote, of all committees. The President shall also, at the annual meeting of the Association
28 and such other times as the President shall deem proper, communicate to the Association or to the
29 Board of Directors such matters and make such suggestions as may in his or her opinion tend to
30 promote the welfare of the Association, and shall perform such other duties as are necessarily
31 incident to the office of President.

32
33 **Section 4. Duties of the President-Elect.** The President-Elect shall serve one year as
34 a Director and Member of the Executive Board, with all the rights and obligations of any other
35 Board Member. At the end of the one year term, the President-Elect shall automatically become
36 President without any further vote or action by the membership or Board of Directors, and shall
37 assume all of the rights, powers and obligations of the President for the term of one year.

38
39 **Section 5. Duties of the Vice-President.** In the case of the absence or death of the
40 President or his or her inability or refusal for any cause to act, the Vice-President shall perform
41 the duties of the President.

42
43 **Section 6. Duties of the Corresponding Secretary.** It shall be the duty of the

1 Corresponding Secretary to prepare all correspondence; to inform the Membership and the Board
2 as to the status of all orders, votes and resolutions which call for some action or steps to be taken;
3 to give any required notice of all meetings; to ensure that the Association has a mailing address
4 for each Member and for each person or organization doing business with the Association; to
5 inform the Board of all mail received; to keep the seal of the organization; and to undertake such
6 other tasks as may be assigned by the Board.

7
8 **Section 7. Duties of the Recording Secretary.** It shall be the duty of the Recording
9 Secretary to attend all meetings of the Association and to keep a record and minutes of its
10 proceedings. Copies of the minutes of the last Board meeting shall be distributed to Members of
11 the Board prior to the next meeting. The Recording Secretary shall also be responsible for
12 maintaining the historical records and other historical material of the Association and ensuring its
13 maintenance and safekeeping.

14
15 **Section 8. Duties of the Treasurer.** It shall be the duty of the Treasurer to collect the
16 annual dues, fees and subscriptions; he or she shall keep an account of all moneys received and
17 expended for the use of the Association, and shall make disbursements only upon vouchers
18 approved in writing by a majority of the Board of Directors. He or she shall deposit all sums
19 received in a bank approved by the Board of Directors and make a report at the annual meeting
20 or when called upon by the President. Funds may be withdrawn only upon the signature of the
21 President and Treasurer. The Treasurer shall see that all necessary tax returns are timely filed.

22
23 The funds, books and vouchers in his or her hands shall at all times be under the supervision of
24 the Board of Directors and subject to its inspection and control. At the expiration of his or her
25 term of office he or she shall deliver over to the successor all books, moneys and other property,
26 or, in the absence or disability of the Treasurer, the President may appoint a Treasurer pro temp.

27
28 **Section 9. Duties of the Student Liaison.** The Student Liaison shall be a Student
29 Member In Good Standing, appointed by the President and ratified by at least two thirds of the
30 Board of Directors. The Student Liaison shall attend all Board meetings and shall serve as a
31 liaison between the law student community and the Association. The Student Liaison shall be
32 considered a Member of the Board, except that he or she cannot vote.

33
34 **Section 10. Vacancies.** Whenever any vacancy shall occur in any office by death,
35 resignation or otherwise, the same shall be temporarily filled by a majority vote of the Board of
36 Directors until the next general or special meeting of the Membership. At the next general
37 or special meeting of the Membership any vacancy, whether or not temporarily filled by the Board
38 of Directors, will be filled by a majority vote of the Members present. The person(s) so chosen
39 shall be elected to complete the unexpired term of the Officer he or she is elected to succeed.

40
41
42 **ARTICLE VI**

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28
29
30
31
32
33
34
35
36
37
38
39
40
41
42
43

CHAPTERS

Section 1. Purpose. In order to encourage the participation of those Members living and/or working outside the greater Metropolitan area of the City of New York, regional chapters of the Association may be formed subject to rules and regulations promulgated by the Board of Directors and ratification by a two thirds vote of the general Membership.

ARTICLE VII

COMMITTEES

Section 1. Membership Committee. The President shall appoint at least three Members to act with the Corresponding Secretary as the Membership Committee. It shall be the duty of this Committee to accept applications for Membership in the Association and to act thereon and report to the Board of Directors. The Committee shall develop recommendations for programs and services that will meet the needs of the Membership and foster increasing numbers of new Members.

Section 2. Judiciary Committee. The President shall appoint at least two Members to serve on the Judiciary Committee. The purpose of the Judiciary Committee shall be to foster relations between the judiciary and the Association and to express the views of the Board on any candidates for judicial office as the Association's views are solicited.

Section 3. Legislation Committee. The President shall appoint three Members to act on the Legislation Committee.

Section 4. Grievance and Complaints Committee. The President shall appoint three Members to act on the Complaints and Grievance Committee.

~~Section 5. Other Committees. The President may, at any time, appoint other committees on any subject for which there are not standing committees of the Association.~~

Section 6. Tenure. Members of all committees shall hold office until the appointment of their successors.

Section 7. Vacancies. The President shall have the power to fill vacancies in all committees.

Section 8. Quorum. A majority of any committee of the Association shall constitute a quorum for the transaction of business.

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28
29
30
31
32
33
34
35

ARTICLE IIX

SEAL

Section 1. The seal of the Association shall be the one adopted.

ARTICLE IX

AMENDMENTS

Section 1. Amendments. These By-Laws may be amended, repealed or altered in whole or in part by a majority vote of the members present and voting at any duly held meeting of the Association.

Section 2. Method of Amendments. A proposed amendment must be submitted in writing at a duly held meeting. The Corresponding Secretary shall give notice to the Members of the proposed change in the notice of meeting for the next succeeding meeting, at which latter meeting the proposed amendment shall be considered and voted upon by the Members. A proposed amendment may in turn be amended, but any proposed amendment, as amended, shall be voted upon at the meeting for which notice of the original proposed amendment was given, without further adjournment or notice to the Members.

ARTICLE X

FISCAL YEAR

Section 1. The fiscal year of the Association shall commence on June 1st and end on May 31st of the subsequent calendar year.