



## BYLAWS

### PUERTO RICAN BAR ASSOCIATION, INC.

#### PREAMBLE

The Puerto Rican Bar Association, Inc. was founded in 1957 by a group of Puerto Rican and Latino attorneys who began gathering socially to offer one another both personal and professional support in an era when it was difficult for attorneys of color to be accepted as members in established bar associations. At that time, the Puerto Rican Bar Association focused its efforts on addressing the concerns of a rapidly growing Puerto Rican community and the legal services it required. Today, the Puerto Rican Bar Association is one of the largest ethnic bar associations in New York State representing the interests of attorneys, judges, law professors and students who share a common interest in fostering professional development in the legal community generally and addressing issues that are important to the Puerto Rican and other Latino communities.

The idea of a bar association that would meet the needs of Latino attorneys existed many years prior to 1957. As early as 1934, a few attorneys servicing the Puerto Rican community began to organize and subsequently formed the Pan-American Lawyers' Association. Subsequently, in the mid 1940's, the Spanish-American Bar Association was organized which, in 1957, became the present day Puerto Rican Bar Association. The original incorporators of the Puerto Rican Bar Association were Rafael Descartes, Francisco Rodriguez Jr., Bart Ortiz, Sixto Laureano, and Oscar Gonzalez Suarez. Among the members of the committee who drafted the original Bylaws were Felipe N. Torres, its Chairman, who was the first Puerto Rican New York City Family Court Judge and who previously had served as the first Puerto Rican Assemblyman from The Bronx; Oscar Garcia Rivera, Sr., the first Puerto Rican New York State Assemblyman representing East Harlem, and the first President of the Puerto Rican Bar Association; Emilio Nuñez, who was the first Latino judge in New York State and who later served as a Justice of the New York State, Supreme Court, Appellate Division, First Department; and attorneys Jose Quiñones, Roberto Lebron, Sr., Luis Garcia, and Manuel Nelson Zapata.

#### ARTICLE I - PURPOSES

Section 1. General Purposes. The Puerto Rican Bar Association, Inc. (the "Association"), is a New York non-charitable not-for-profit corporation whose general purposes are to advance the general and professional wellbeing and employment opportunities of Puerto Rican and other Latino attorneys in the legal profession. Additionally, the Association seeks to establish, increase and improve relations between all Latino attorneys and the general legal community through special programs, community forums, training, education and other means of enhancing the professional development of its Members.



Section 2.     Specific Purposes. The specific purposes of the Association are:

1. To unify, educate and train attorneys and develop programs for attorneys involved in or who wish to become involved in the legal profession.
2. To establish effective means and strategies to assure equal employment opportunities for Puerto Ricans and other Latinos in the legal profession.
3. To respond to and involve the legal community in addressing concerns, issues and problems related to the legal profession, the Puerto Rican and other Latino communities.
4. To establish and maintain effective liaisons with relevant civic, social, fraternal, political, governmental, religious and educational organizations at the local, state and national levels, including the Commonwealth of Puerto Rico.
5. To provide training, consultation and advice to attorneys, persons involved in the legal profession generally, business persons, government agencies and private industries on matters relating to their relationship with the Puerto Rican and other Latino communities.
6. To plan, develop and execute activities that will provide funding for the Association and the Puerto Rican Bar Association Scholarship Fund, Inc.
7. To be an informed and authoritative voice in the legal profession, business, and related matters that may affect the Puerto Rican and other Latino communities.
8. To be the official voice of the Members of the Association.

ARTICLE II - MEMBERSHIP

Section 1.     Authority of Membership. The Membership is the supreme and final authority of the Association.

Section 2.     Membership. The Membership of the Association and the classes of membership shall be determined by the Board of Directors. The classes of membership shall include but are not limited to the following classes:

CLASS I:        Member. Any person admitted to 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 defined in Article II, Section 4 herein, shall be a Member, entitled to all the privileges of the Association, including voting, holding office and participating in committees

CLASS II:       Associate Member. Any person admitted to the Bar of the State of New York or 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 who does not reside or practice in the State of New York, and is a Member in Good Standing, as defined in Article II Section 4 herein, shall be an Associate Member, entitled to all privileges of the Association, except voting and holding office



CLASS 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 defined in Article II, Section 4, herein, shall be considered a Student Member, entitled to all the privileges of the Association, except voting, and holding office. 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.

Section 3. Application for Membership. Any person applying for membership must complete an application form and submit it to the Association together with the applicable membership dues. Upon payment, the Treasurer shall assign each Member to the appropriate Membership Class. It shall be the responsibility of the Member to keep the Corresponding Secretary of the Association informed of any changes in his or her mailing address and telephone number.

Section 4. Member in Good Standing. Members shall be considered in Good Standing as follows:

(a) For purposes of voting at any general or special meeting, a Member shall be considered in "Good Standing" when all the corresponding eligibility requirements of his/her Membership Class have been satisfied and the applicable dues have been fully paid by the date of the general or special meeting.

(b) For purposes of voting at the Annual Meeting of Members, a Member shall be considered in Good Standing when all the corresponding eligibility requirements of his/her Membership Class have been satisfied and the applicable dues have been fully paid at least 50 days prior to the date of the Annual Meeting of Members.

Section 5. Resignation. Any Member may resign from the Association by giving written notice to the Corresponding Secretary, which notice shall be presented to the Board of Directors at the first meeting of the Board of Directors held after its receipt.

Section 6. Suspension and Expulsion. A Member may be suspended for a period or expelled for cause, such as a violation of the Bylaws of the Association, or for conduct prejudicial to the interests of the Association or the legal profession. Such suspension or expulsion shall be by a two-thirds vote of the Board of Directors, provided that a statement of the charges shall have been mailed to the Member at his or her last recorded address, at least fifteen days before action by the Board of Directors is taken. The statement of charges shall be accompanied by a notice of the date, time, and place the Board of Directors is expected to take action on the suspension or expulsion.

The Member shall be given an opportunity to respond to the statement of charges at the time and place mentioned in such notice. No action by the Board of Directors, as provided herein, shall become final unless it is ratified by a majority vote of the Members present and voting at the next general or special meeting of the Association.

Section 7. Transfer of Membership. Membership in the Association shall not be transferable or assignable.



Section 8. Chapters. In order to encourage the participation of those Members living and/or working outside the greater Metropolitan area of the City of New York, Chapters of the Association may be formed subject to rules and regulations promulgated by the Board of Directors and ratification by a majority vote of the Membership, and subject to these Bylaws.

### ARTICLE III – MEMBERSHIP DUES

Section 1. Annual Dues. Annual dues for each Class of Membership shall be paid annually in an amount as may be fixed and determined from time to time by the Board of Directors.

Section 2. Non-Payment of Dues. Members who fail to pay their annual dues when due, shall be notified in writing by the Association. If payment is not made within the next succeeding thirty days, the Member shall be removed from the Membership roll and thereupon shall forfeit all rights and privileges of Membership. Notwithstanding a Member's right to pay his/her Membership dues as provided for herein, a Member's right to vote at any general or special meeting and the Annual Meeting shall be governed by Article II Section 4 herein.

Section 3. Waiver of Annual Dues. Members may request a hardship waiver of the annual dues by writing to the Board. A Member who has obtained a hardship waiver of the annual dues is entitled to all the privileges of the Association, including voting, holding office and participating in committees during the period of the dues waiver granted.

### ARTICLE IV – MEMBERSHIP MEETINGS

Section 1. Annual Meeting. Effective in 2016 and thereafter, the Annual Membership meeting of the Association shall be held on the third Wednesday in November of each calendar year for the election of Directors and Officers and for receiving the annual reports of Directors, Officers and Committees, and for the transaction of other business.

Section 2. Regular Meetings. There shall be at least four regular meetings of the general Membership each year. The Board of Directors shall determine the date, time, and place of the meetings.

Section 3. Special Meetings. Special meetings of the Membership may be called by the President or by the Board of Directors or by any Member as provided for in the New York Not-for-profit Corporation Law, Section 603(c).

Section 4. Notice of Meetings. Written notice of any regular or special meeting of the Members shall state the date, time, and place and also indicate that it is being issued by or at the direction of the person or persons calling the meeting. Notice of a special meeting shall state the purpose for which the meeting is being called. A copy of the written notice shall be given to each Member entitled to vote at such meeting, by First-Class mail or by email, not less than ten and not more than thirty days before the meeting. If mailed, the notice shall be deemed to be given when deposited in the United States mail addressed to the Member at his or her address as it appears in the records of the Association.

Section 5. Notice of Annual Meeting. Written notice of the Annual Membership meeting of the Association shall state the date, time, and place of the meeting and shall be given to each Member entitled to vote at the Annual Meeting by First-Class mail or by email, not less than thirty days and no more than fifty days before the date of the Annual Meeting. If mailed, the



notice shall be deemed to be given when deposited in the United States mail addressed to the Member at his or her address as it appears in the records of the Association.

Section 6. Waiver of Notice. Whenever any notice of a meeting is required to be given to any Member under provisions of these Bylaws or law, a waiver of notice may be given by any Member before or after the time of the meeting. Waiver of notice may be written or electronic. If written, the waiver must be executed by the Member by signing such waiver or causing his or her signature to be affixed to such waiver by any reasonable means, including, but not limited to facsimile signature. If electronic, the transmission of waiver must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Member. The attendance of any Member at a meeting without objecting to a deficiency in any notice prior to the conclusion of the meeting shall constitute a waiver of the requirement to give notice.

Section 7. Place of Meetings. Meetings of the Members shall be held at such place as the President may designate.

Section 8. Quorum. The presence in person of one hundred Members or one tenth of the total number of Members in Good Standing that are entitled to vote, whichever is less, shall constitute quorum for a general meeting, special meeting and Annual Meeting.

Section 9. Voting All Members in Good Standing shall be entitled to one vote, if present at the meeting. No proxy vote shall be permitted.

Section 10. Nominations and Election of Directors and Officers.

(a) Nominations. All nominations for Directors and Officers shall be made to the Nominating Committee at least twenty days before the date of the Annual Meeting; provided, however, nominations from the floor may be made only when there is a vacant Director or Officer position and no one has declared to the Nominating Committee their intent to run for said vacant Director or Officer position. Only a Member in Good Standing entitled to vote, present and voting, shall be entitled to make nominations at the Annual Meeting.

(b) Elections. The election of Directors and Officers shall be held by secret ballot by a plurality of the Members entitled to vote, present, and voting at the Annual Meeting. The installation of Directors and Officers elected at the Annual Meeting shall be held at a time and a place to be selected by the Board of Directors.

Section 11. Order of Business for the Annual Meeting. The order of business at the Annual Meeting shall be as follows:

1. Meeting Call to Order
2. Call of the Roll
3. Approval of Minutes
4. President's Report
5. Treasurer's Report
6. Reports of Committees
7. Unfinished Business
8. New Business
9. Announcements
10. Election of Directors and Officers





The President or his or her designee shall determine the order and priority of business at all meetings. In the event of any challenge to the order or priority of business, Robert's Rules of Order shall govern.

## ARTICLE V- BOARD OF DIRECTORS

Section 1. Number and Composition. The Board of Directors of the Association shall consist of 21 Directors, 6 of whom shall be the following Officers of the Association: 1) President; 2) President-Elect; 3) Vice President; 4) Treasurer; 5) Corresponding Secretary; 6) Recording Secretary, each of whom shall be *ex-officio* members of the Board of Directors with voting rights.

Section 2. Election and Term of Directors. At each Annual Membership meeting, there shall be an election of the number of Directors equal to those whose terms have expired. Directors shall be elected for a term of three years. No Director shall serve for more than two consecutive terms.

Section 3. Powers and Duties. The Board of the Directors shall have general power to control and manage the affairs and property of the Association subject to applicable law and in accordance with the purposes and limitations set forth in the Certificate of Incorporation and these Bylaws. They shall have power to hold meetings at such time and place as they deem proper; to suspend or expel Members, subject to the provisions of Article II Section 6 herein; to establish committees; to audit bills and authorize the disbursement of the funds of the Association; to print and circulate documents and publish articles; to carry on correspondence; to communicate and work with other bar associations; to devise and carry into execution such other measures as they may deem proper to promote the purposes of the Association; and to protect the interest and welfare of the Members.

The Board of Directors shall direct the President and Treasurer of the Association to present at the Annual Meetings of the Membership and of the Board of Directors a financial report. This report shall be filed with the records of the Association and a copy or abstract thereof entered in the minutes of the proceedings of the Annual Meeting of the Membership and of the Board of Directors.

Section 4. General Counsel. The President may nominate a Member to serve as General Counsel to the Board of Directors to provide legal advice and guidance. The President's nominee shall be approved by a majority vote of the Board of Directors.

Section 5. Student Member Liaison. The President may nominate a Student Member in Good Standing to serve as the Student Member Liaison and serve as a liaison between the law student community and the Association. The Student Member Liaison shall be approved by a majority vote of the Board of Directors.

Section 6. Newly Created Directorships. Newly created directorships shall be filled by vote of the Members at any general or special meeting called for this purpose.

Section 7. Vacancies. Whenever any vacancy shall occur in the Board of Directors by death, resignation, or for any cause (other than the expiration of a term), the vacancy shall be filled by a majority vote of the remaining Board of Directors and such appointee shall serve as a Director until the next Annual Membership meeting at which time an election will be held to fill the unexpired term remaining as a result of the vacancy.



Section 8. Removal. Any and all Directors may be removed from office, for cause, at any time, by a vote of two thirds of the Members present and voting at any special meeting called for that purpose.

## ARTICLE VI - BOARD OF DIRECTORS MEETINGS

Section 1. Meetings of the Board of Directors. The Board of Directors shall hold regular meetings at least six times a year and shall meet as frequently as is necessary to accomplish the business of the Association.

Section 2. Regular Meetings and Notice. Written notice stating the date, time and place of any regular meeting of the Board of Directors shall be given to each Director not less than ten and not more than thirty days before the meeting. Notice shall be given by First-Class mail or by email. If mailed, the notice shall be deemed to be given when deposited in the United States mail addressed to the Director at his or her address as it appears in the records of the Association.

Section 3. Special Meetings and Notice. Special meetings may be called by the President or by any member of the Board of Directors upon no less than three days prior notice. Written notice stating the date, time and place of any special meeting of the Board of Directors shall be given by email.

Section 4. Annual Meeting and Notice. The Annual Meeting of the Board of Directors shall be held on the third Monday in November of each calendar year preceding the Annual Membership Meeting of the Association. Written notice stating the date, time, and place of the Annual Meeting of the Board of Directors shall be given to each Director not less than thirty days and not more than fifty days before the Annual Meeting. Notice shall be given by First-Class mail or by email. If mailed, the notice shall be deemed to be given when deposited in the United States mail addressed to the Director at his or her address as it appears in the records of the Association

Section 5. Waiver of Notice. Whenever any notice of a meeting is required to be given to any Director under provisions of these Bylaws or law, a waiver of notice may be given by any Director, before or after the time of the meeting. Waiver of notice may be written or electronic. If written, the waiver must be executed by the Director by signing such waiver or causing his or her signature to be affixed to such waiver by any reasonable means, including, but not limited to facsimile signature. If electronic, the transmission of waiver must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Director. The attendance of any Director at a meeting without objecting to a deficiency in any notice prior to the conclusion of the meeting shall constitute a waiver of the requirement to give notice.

Section 6. Place of Meetings. Meetings of the Board of Directors shall be held at such place as the President may designate.

Section 7. Quorum. The majority of the entire Board of Directors shall constitute quorum for the transaction of business. The Student Member Liaison shall not be counted for the purposes of establishing quorum.

Section 8. Action by the Board. The vote of a majority of the Directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board.



Section 9. Written Consent. Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board of Directors or the Committee consent to the adoption of a resolution authorizing the action. Such consent may be written or electronic. If written, the consent must be executed by the Director by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including, but not limited to, facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Director. The resolution and the written consents thereto by the Board of Directors or Committee shall be filed with the minutes of the proceedings of the Board or Committee.

Section 10. Attendance at Board of Directors or Committee Meetings. Any one or more members of the Board of Directors or of any committee thereof who is not physically present at a meeting of the Board of Directors or a Committee may participate by means of a conference telephone or similar communications equipment or by electronic video screen communication. Participation by such means shall constitute presence in person at a meeting as long as all persons participating in the meeting can hear each other at the same time and each Director can participate in all matters before the Board of Directors, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the Board of Directors or Committee. However, physical presence at all meetings is preferred, urged and encouraged by the Board of Directors.

Section 11. Absence. Should any member of the Board of Directors fail to attend, whether in person or as otherwise permitted, three successive unexcused meetings of the Board of Directors, the Board of Directors may, by resolution of the entire Board declare the Director's position vacant and said vacancy shall be filled as provided in Article V, Section 6, herein.

## ARTICLE VII - OFFICERS

Section 1. Officers. The Officers of the Association shall be President, President-Elect, Vice President, Corresponding Secretary, Recording Secretary and Treasurer.

Section 2. Election and Term of Officers. The term of each Officer shall be for one (1) year. Except for the Office of President whose term shall be limited to one year, no Officer shall serve for more than two consecutive terms in the same office.

Section 3. Qualifications to Hold Office. No Member may be a candidate for or hold office unless he or she is a Member in Good Standing at the time of nomination, vote, or while holding office. To qualify as President and President-Elect the candidate must have served as a Director, Officer, Chair of a Committee, or General Counsel within three years prior to nomination.

Section 4. Duties of the President. The President shall preside at the meetings of the Association and of the Board of Directors and shall perform such other duties as are necessarily incident to his or her office. The President shall be an *ex-officio member* of all Committees.

Section 5. Duties of the President-Elect. The President-Elect shall succeed to the Presidency at the expiration of the President's term without any further vote or action by the Membership, and shall assume all of the rights, powers and obligations of the President for the





term of one year. The President-Elect shall serve to assist the President and serve as the Chairperson of the Board of Directors of the Puerto Rican Bar Association Scholarship Fund, Inc.

Section 6. Duties of the Vice-President. The Vice-President shall serve to assist the President. In the case of the absence or death of the President, his or her inability or refusal for any cause to act, the Vice-President shall perform the duties of the President.

Section 7. Duties of the Corresponding Secretary. The Corresponding Secretary shall prepare all correspondence; inform the Membership and the Board of Directors as to the status of all orders, votes and resolutions which call for some action or steps to be taken; to give any required notice of all meetings; ensure that the Association has a mailing address for each Member and for each person or organization doing business with the Association; inform the Board of Directors of all mail received; keep the seal of the Association; and undertake such other tasks as may be assigned by the Board.

Section 8. Duties of the Recording Secretary. The Recording Secretary shall attend all meetings of the Association and of the Board of Directors and keep a record and minutes of its proceedings. Copies of the minutes of Board of Directors meetings shall be distributed to Members of the Board of Directors prior to a meeting. The Recording Secretary shall also be responsible for maintaining the historical records and material of the Association and ensuring its maintenance and safekeeping.

Subject to the direction of the Board of Directors, the Recording Secretary shall:

- (I) Maintain a record of the meetings of the Board of Directors and all Committees in one or more books provided for that purpose;
- (II) Be custodian of the corporate records;
- (III) Be the custodian of all the Association's social media, website and keep and secure all Association passwords needed to access the Association's social media, email and Association's records;
- (IV) Be the custodian of the Association's Membership list;
- (V) Assure that the seal of the Association is affixed to all documents on behalf of the Association in accordance with the provisions of these Bylaws; and
- (VI) Perform other duties incident to the office of Recording Secretary which may be more specifically prescribed in these Bylaws or assigned by the President.

Section 9. Duties of the Treasurer. The Treasurer shall collect all the Association's funds, annual dues, fees, and subscriptions. He or she shall secure and keep accounts of all the Association's money and/or property received and expended for the use of the Association, and shall make disbursements only upon vouchers approved in writing by a majority of the Board of Directors. He or she shall deposit all sums received in a bank approved by the Board of Directors and make a report at the Annual Meeting or when called upon by the President. Funds may be withdrawn only upon the signature of the President and Treasurer. The Treasurer shall see that all necessary tax returns are timely filed.

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



Section 10. Vacancies. Whenever any vacancy shall occur in any office by death, resignation or otherwise, the same shall be temporarily filled by a majority vote of the Board of the Directors until the next regular or special meeting of the Membership. At the next regular or special meeting of the Membership any vacancy, whether or not temporarily filled by the Board of Directors, will be filled by a majority vote of the Members present. The person elected shall complete the unexpired term of the Officer he or she is elected to succeed.

Section 11. Removal. Any and all Officers may be removed from office, for cause, at any time, by a vote of two thirds of the Members present and voting at any special meeting called for that purpose.

## ARTICLE VIII – COMMITTEES

Section 1. Committees of the Board. The Board of Directors may, from time to time, establish as it deems necessary and appropriate, the following Committees of the Board, each of which shall have a minimum of three Directors:

- A. Executive
- B. Development
- C. Finance
- D. Judiciary
- E. Membership
- F. Historical Preservation
- G. Continuing Legal Education
- H. Governance
- I. Nominating
- J. Community Affairs

Section 2. Committees of the Association. The Board of Directors may establish such other Committees of the Association as the Board of Directors deems in the best interest of the Association and assign to those Committees such duties, responsibilities and powers as the Board of Directors deems appropriate for the proper performance of the Committee's functions. Upon application to the Board of Directors, Committees of the Association shall be open to voluntary participation by all Members in Good Standing.

Section 3. Discontinuance of Committees. The Board of Directors may, at any time, discontinue any Committee for such time as may be determined.

Section 4. Duties of Committees of the Board. The duties of each Committee of the Board shall be specified by resolution establishing said Committee, provided, however, the duties of the following Committees shall be as follows:

A. Executive. The Executive Committee shall consist of all Officers of the Association. The Executive Committee shall, at least one month prior to the annual meetings of the Membership and of the Board of Directors set the date, location and agenda for each annual meeting and finalize the annual report of the Association. This report shall be submitted by the Executive Committee for approval to the Board of Directors one month before the annual meetings.

B. Development. The Development Committee shall develop and make recommendations to the Board of Directors on fund-raising activities, public relations programs



and other functions that are necessary to enable the Association to carry out its purposes and which will promote a general understanding and awareness of the Association purposes and services.

C. Finance. The Finance Committee shall review the annual operating and capital budgets prepared and presented under the direction of the President and make recommendations to the Board of Directors with respect thereto.

D. Judiciary. 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 of Directors on any candidates for judicial office as the Association's views are solicited. Members of the Association, who are members of the Judiciary, shall not be eligible to serve as members of the Judiciary Committee.

E. Membership. It shall be the duty of the Membership Committee to accept applications for Membership to 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. It shall review and plan programs and special events and recommend to the Board of Directors changes and annual updating of the Association's Membership Directory.

F. Historical Preservation. The Historical Preservation Committee shall maintain and preserve the history of the Association.

G. Continuing Legal Education. The Continuing Legal Education Committee shall be responsible for the planning, coordination and presentation of all continuing legal education programs sponsored in whole or in part by the Association. It shall present programs which comply with the requirements of the New York State Mandatory Continuing Legal Education Board (or any successor board or authority) for the earning of continuing legal education credits by persons attending such programs. The Committee may from time to time present legal education programs for which continuing legal education credits are not provided. It shall keep informed of matters and issues relating to continuing legal education and report and make recommendations to the Board of Directors concerning such matters and issues.

H. Governance. The Governance Committee shall review the Association's Bylaws and make recommendations on amendments. Any and all proposed changes, deletions, or additions shall be mailed or emailed by the Association's Corresponding Secretary to the Membership at least sixty days before the Annual Meeting.

I. Nominating. The Nominating Committee shall be formed by the Board of Directors sixty days prior to the Annual Membership Meeting for the purposes of reviewing the qualifications of candidates for any vacant Director or Officer positions.

J. Community Affairs. The Community Affairs Committee shall interact with the public for the purpose of enhancing the Association's relationship with the community.

Section 5. Term. Members of all Committees shall hold office until the appointment of their successors.

Section 6. Vacancies. The Board of Directors shall have the power to fill vacancies in all Committees.



Section 7. Quorum. A majority of the Committee members shall constitute a quorum for the transaction of business.

#### ARTICLE IX- AMENDMENTS

Section 1. Amendments. These Bylaws may be adopted, amended or repealed as may be legally necessary or otherwise by a majority vote of the Members in Good Standing present and entitled to vote at any duly held Annual Membership meeting of the Association. These Bylaws may not be amended or repealed by the Board of Directors.

Section 2. Method of Amendments. The Board of Directors and any Member may propose any amendment to the Bylaws not inconsistent with the Association's Certificate of Incorporation or the New York Not-For-Profit Corporation Law. Any such proposed amendment shall be presented and submitted in writing to the President and the Corresponding Secretary of the Association. Upon review and consideration of the proposed amendment by the Board of Directors, written notice of the proposed amendment shall be provided to the Membership not less than sixty days prior to the Annual Meeting. Comments or any proposed amendments to the proposed Bylaw amendment may be submitted by any Member and shall be submitted in writing to the Corresponding Secretary not less than thirty days prior to the Annual Meeting, which shall then upon receipt be immediately provided to the Membership prior to the Annual Meeting.

Section 3. Change of Name. The name of the organization may be changed only by a 75% vote of the Members in Good Standing present and entitled to vote at any duly held Annual Membership meeting of the Association. These Bylaws may not be amended or repealed by the Board of Directors.

#### ARTICLE X - RELATED PARTY TRANSACTIONS AND CONFLICT OF INTEREST POLICY

Section 1. Related Party Transactions. The Association shall not enter into any "Related Party Transaction" (as defined herein) unless the transaction is determined by the Board of Directors to be fair, reasonable and in the Association's best interest at the time of such determination. Any Director or Officer of the Association who has an interest in a Related Party Transaction shall disclose in good faith to the Board of Directors the material facts concerning such Interest.

Section 2. Definitions of "Related Party Transaction" and "Related Party". A "Related Party Transaction" means any transaction, agreement or any other arrangement in which a Related Party (as defined herein) has a financial interest and in which the Association or the Puerto Rican Bar Association Scholarship Fund, Inc. is a participant. "Related Party" means (i) any Director or Officer of the Association or of The Puerto Rican Bar Association Scholarship Fund, Inc.; (ii) any relative of any Director or Officer of the Association of the Puerto Rican Bar Association Scholarship Fund, Inc.; (iii) any entity in which any person described in clause (i) and (ii) herein has a 35% or greater ownership or beneficial interest or, in the case of a partnership or professional corporation, a direct or indirect ownership interest in excess of 5%.

Section 3. "Conflict of Interest Policy". Any Director or Officer having an interest in a Related Party Transaction shall be deemed to have a "Conflict of Interest" and shall be subject to the following:



3.1 Disclosure. (a) Prior to election as a Director or Officer of the Association, and thereafter on an annual basis, all Directors and Officers shall disclose in writing, to the best of their knowledge, any Conflict of Interest such Director or Officer may have in any corporation, organization, partnership or other entity which provides professional or other goods or services to the Association for a fee or other compensation, and any position or other material relationship such Director or Officer may have with any other not-for-profit corporation with which the Association has a business relationship. A copy of each disclosure statement shall be available to any Director or Officer of the Association on request; (b) If at any time during his or her term of service, a Director or Officer acquires any interest or otherwise a circumstance arises which may pose a Conflict of Interest, that Conflict of Interest shall be promptly disclosed in writing to the President of the Board of the Board of Directors; (c) When any matter for decision or approval comes before the Board of Directors or any Committee of the Board of Directors in which a Director or Officer has a Conflict of Interest, that Conflict of Interest shall be immediately disclosed in writing to the Board of Directors or relevant Committee by that Director or Officer.

3.2 Voting. No Director or Officer shall participate in the deliberations or vote on any matter in which he or she has a Conflict of Interest.

3.3 Non-Participation. Any Director or Officer who has a Conflict of Interest in a matter shall leave the room in which discussion regarding that matter is carried on, if so requested by the Board of Directors or the relevant Committee; provided, however, that the interested Director or Officer may participate in any discussion regarding his or her absence and the interested Director or Officer shall be given an opportunity to disclose and explain the Related Party Transaction to the Board of Directors prior to the Board of Directors' discussion and vote on the transaction without the presence of the interested Director or Officer.

3.4 Attempts to Influence. Directors or Officers shall not attempt to influence other Directors and Officers regarding matters in which they have a Conflict of Interest, without first disclosing the Conflict of Interest as required and in accordance with the Bylaws of the Association.

Section 4. Contract Review Committee. The Board of Directors may, in its discretion, establish a Contract Review Committee consisting of at least three Directors to review any contract that is proposed for approval by the Board of Directors respecting which a Director or Officer may have a Conflict of Interest (an "Interested Party Contract"). If no Contract Review Committee has been duly appointed, at any time, the Board of Directors or another committee so authorized by the Board of Directors (not including the Directors having an interest in the Interested Party Contract) shall serve such role. The Contract Review Committee or Board of Directors shall review the Interested Party Contract and determine whether to authorize the contract; provided that if the contract is of a magnitude that it would otherwise require Board of Directors approval, the Contract Review Committee shall submit the Interested Party Contract to the Board of Directors with its recommendation whether or not to approve it. The Contract Review Committee or the Board of Directors shall approve an Interested Party Contract by a majority vote of the disinterested Directors entitled to vote on the matter.

## ARTICLE XI- FINANCIAL TRANSACTIONS

Section 1. Deposits. All funds of the Association shall be promptly deposited to the credit of the Association in one or more banks, trust companies or other depositories as the Board of Directors may from time to time designate, and upon such terms and conditions as may be prescribed by the Board of Directors. The Board of Directors may from time to time authorize





the opening and keeping, with any such depository as the President may designate, general and special bank accounts and may make such special rules and regulations with respect thereto, not inconsistent with the provisions of these Bylaws, as it may deem necessary.

Section 2. Withdrawals. All checks, drafts or other orders for the payment of money, and all notes or other evidences of such indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association as the Board of Directors may from time to time designate, and in such manner as may be prescribed by the Board of Directors. In the absence of specific signatories being designated by the Board of Directors all such instruments shall be signed by the Treasurer and be countersigned by the President of the Association.

Section 3. Authority to Execute Contracts. All contracts or other documents authorized by the Board of Directors which are to be executed in the name of and on behalf of the Association shall be signed by such officer or officers, agent of the Association as the Board of Directors may from time to time designate, and in such manner as may be prescribed by the Board of Directors. All instruments to be executed in the name of and on behalf of the Association may be signed by the President, and attested to by the Corresponding Secretary of the Association.

Section 4. Gifts. The Board of Directors may accept on behalf of the Association any contributions, gifts, bequest or devise for and consistent with the general purposes, or for and consistent with any specific purpose of the Association.

Section 5. Records. The Association shall keep complete records of its financial transactions, which records shall be open for inspection at any reasonable time by any Member, Director or Officer.

## ARTICLE XII- INDEMNIFICATION

Section 1. Indemnification of Directors and Officers. The Association shall indemnify to the fullest extent permitted by the New York State Not-For-Profit Corporation Law, as may be amended, the Directors, Officers and any key employee of the Association in any matter relating to their respective services to the Association as Directors, Officers or employees.

Section 2. Insurance. The Association shall purchase Directors and Officers insurance as permitted by and in accordance with the New York State Not-For-Profit Corporation Law.

## ARTICLE XIII- FISCAL YEAR

The fiscal year of the Association shall be the calendar year unless otherwise determined by the Board of Directors.

## ARTICLE XIV - APPROVAL AND EFFECTIVE DATE

These Bylaws shall be deemed approved and adopted by a majority of the Members of the Association at a duly held meeting of the Members and shall be deemed effective immediately upon being adopted.

