

**BY-LAWS OF THE
HISPANIC BAR ASSOCIATION OF AUSTIN**

Article I.

Name and Purpose

I.1. **Name.** The name of the organization shall be the Hispanic Bar Association of Austin (“HBAA”).

I.2. **Purpose.** The purpose of the HBAA is to foster and encourage the involvement and interest of the Hispanic-American legal professional community in the Greater Austin area in civic, professional, social, educational, charitable, governmental, and non-partisan political issues and endeavors, with a goal towards the betterment and enhancement of all members of the organization as well as all other members of the Greater Austin area Hispanic community.

Article II.

Offices

II.1. **Offices.** The principal office of the organization in the State of Texas shall be located in the City of Austin, County of Travis. The organization may have such other offices, either within or without the State of Texas, as the Executive Committee may determine from time to time.

Article III.

Members

III.1. **Classes.** The organization shall have two classes of members. The designation of such classes and the qualifications and rights of the members of such classes shall be as follows:

A. General Member - shall be any person, duly licensed to practice law in the State of Texas; with interests in Hispanic issues; and dues paid.

B. Associate Member - shall be any other dues paid member.

III.2. **Qualification.** Individuals shall qualify for membership by payment of current dues and be otherwise eligible for membership.

III.3. **Voting Rights.** Each General Member shall be entitled to one vote on each matter submitted to a vote of the members at the annual meeting or any special meeting.

III.4. **Non-Transferable.** Membership in the organization is not transferable or assignable.

Article IV.
Membership Meetings

IV.1. **Annual Meeting.** The HBAA's annual meeting shall be held on or before the end of the HBAA's fiscal year, December 31, to elect the organization's officers. The HBAA President, or a designee, will preside over the meeting.

IV.2. **Notice.** The HBAA President shall notify each General Member of the date, time, and place of the Annual Meeting. The notice must be delivered in person, by telephone, by facsimile, by e-mail, or by mail not less than three (3) nor more the twenty-five (25) days before the date of such meeting.

IV.3. **Meetings.** The Executive Committee shall meet at least once a month during the fiscal year to discuss HBAA business. The Executive Committee shall create a calendar at its first meeting stating the date, time, and place of each Executive Committee meeting. The President shall call General Membership meetings at the President's discretion.

IV.4. **Special Meeting.** The HBAA Executive Committee may call a Special Meeting of the General Membership to address any issue that requires immediate action by the HBAA.

IV.5. **Voting.** Voting by the membership may be conducted in any manner prescribed by the Executive Committee, including without limitation by mail or by email. One-tenth (1/10th) of the dues paid membership is required to reach a quorum.

Article V.
Executive Committee

V.1. **Management.** An Executive Committee shall manage the affairs of the HBAA.

V.2. **Membership.** The Executive Committee shall consist of the President, President-Elect, Secretary, Treasurer, Immediate Past-President, and such other officers as the Executive Committee may include.

V.3. **Meetings.** The President shall determine the date, time, and place of each Executive Committee meeting.

V.4. **Calling Meetings.** The President or the combination of two other Executive Committee members may call a special meeting of the Executive Committee.

V.5. **Notice.** Notice of any special Executive Committee meeting shall be issued at least three (3) days prior to the scheduled meeting date.

V.6. **Quorum.** A majority of the Executive Committee membership shall constitute a quorum for the transaction of HBAA business.

V.7. **Vacancies.** The Executive Committee shall fill any vacancy in the Committee within thirty (30) days of such vacancy. A General Member elected to fill an Executive Committee vacancy shall serve the remaining and unexpired term of the departing member.

V.8. **Waiver.** The Executive Committee is authorized to waive the notice required in this Article for just cause.

Article VI. **Officers**

VI.1. **Officers.** The HBAA shall have four (4) officers: President, President-Elect, Secretary, and Treasurer. The Executive Committee may elect or appoint such other officers, including one or more assistant secretaries, and one or more assistant treasurers, as it shall deem necessary for the efficient and orderly management of HBAA business. One HBAA member may not hold two or more offices.

VI.2. **Election.** The General Membership shall elect the officers at the Annual Meeting or, if circumstances preclude such election, at the first General Membership meeting after the Annual Meeting. The Executive Committee in its discretion may create and fill new offices at any Executive Committee meeting. Each elected or appointed officer shall hold such office for a term of one (1) year or until a successor has been duly elected.

VI.3. **Removal.** A majority of the Executive Committee may remove any elected or appointed officer in the best interest of the HBAA.

VI.4. **Vacancies.** The Executive Committee may fill any office vacancy resulting from resignation, illness, removal, death. The new officer shall serve for the unexpired portion of the office term, and may be elected or appointed to serve for the succeeding term.

VI.5. **President.** The President shall be the chief executive officer of the HBAA, and shall supervise and control all of the HBAA's business and affairs. The President shall preside at all Executive Committee, General Membership, and Special meetings. The President may sign, with the Secretary or other HBAA officer, any deeds, mortgages, bonds, contracts, or other legal instruments authorized by the Executive Committee. The President shall in general perform all the duties incident to the office of President, and such other duties as from time to time may be authorized by the Executive Committee.

VI.6. **Secretary.** The Secretary shall keep the minutes of each Executive Committee, General Membership, and Special meeting in one or more books provided for that purpose. The Secretary shall issue and deliver all meeting notices, be the custodian of the HBAA's records, keep a register of each HBAA member's post office address, and in general perform all the duties incident to the office of Secretary, and such other duties as from time to time may be authorized by the President or the Executive Committee.

VI.7. **Treasurer.** The Treasurer shall be the HBAA's chief financial officer. The Treasurer shall collect and disburse HBAA funds, be responsible for the recording of the HBAA's financial transactions in a proper ledger, be the custodian of the HBAA's financial books and records, provide the Executive Committee with periodic financial reports, and in general perform all the duties incident to the office of Treasurer, and such other duties as from time to time may be authorized by the President or the Executive Committee.

Article VII.
Committees

VII.1. **Creation.** The Executive Committee may create committees, appoint committee chairs and members, and delegate HBAA projects to such committees which are consistent with the HBAA's purpose and mission statement. Committee Chairs are expressly authorized to fill any committee membership vacancy resulting from resignation, illness, removal, death.

VII.2. **Quorum.** A majority of a committee shall constitute a quorum and may act on behalf of the entire committee.

VII.3. **Rules and Reports.** Each committee shall adopt rules of procedure at its first meeting which will govern the committee's actions. The Committee Chair shall draft a committee meeting calendar, and shall appoint a committee member to serve as Committee Secretary. The Committee Chair shall periodically report to the Executive Committee at such times as determined by the Executive Committee.

VII.4. **Finance Committee.** A Finance Committee shall be established to prepare an annual budget for the HBAA and to adopt guidelines for approval of requests for contributions from the HBAA.

A. Membership - shall consist of the Treasurer and the Secretary, and if required by a vote of the Executive Committee, two General Members selected by a majority vote of the Executive Committee;

B. Duties - shall be as follows:

1. Budget - prepare a budget for approval by the HBAA by January 1 of each year; and
2. Contribution Requests - develop guidelines and a procedure for approval of requests for contributions from the HBAA. All contribution requests must be consistent with and further the purpose of the HBAA.

Article VIII.
Contracts, Checks, Deposits, and Funds

VIII.1. **Authorization.** The Executive Committee may authorize any HBAA officer or officers to enter into any contract, and execute and deliver such contract or other legal instrument on behalf of the HBAA.

VIII.2. **Execution.** The Treasurer may sign and endorse all checks, drafts, and orders for the payment of money which are less than \$250.00. All checks, drafts, and orders for the payment of money that are \$250.00 or more shall be signed by the Treasurer and one other HBAA officer as determined by the Executive Committee.

VIII.3. **Financial Institutions.** All HBAA funds shall be deposited in the financial institutions selected by the Executive Committee.

VIII.4. **Gifts.** The Executive Committee may accept on behalf of the HBAA any contribution, gift, bequest, or devise for the general or special purposes of the organization.

Article IX.
Books and Records

IX.1. **Books and Records.** The HBAA, shall keep correct and complete books and records of account, meeting minutes, resolutions, and such other actions of the HBAA.

IX.2. **Inspection.** All HBAA books and records may be inspected by any HBAA member without question upon request to the Secretary.

Article X.
Fiscal Year

X.1. **Fiscal Year.** The HBAA's fiscal year shall be the calendar year.

Article XI.
Annual Dues

XI.1. **Amount.** The Executive Committee may determine from time to time the amount of Annual Dues payable to the HBAA by members of each class.

XI.2. **Due Date.** Annual Dues are payable by the membership on April 1 of each year. The Executive Committee may in its discretion allow for the payment of prorated Annual Dues for new members of the HBAA who join after April 1.

Article XII.
Political Endorsements

XII.1. **Policy.** The Executive Committee shall periodically review and revise the HBAA Policy and Procedures for the Endorsing of Political Candidates (the “Policy”), but in any event at least once every five (5) years. A copy of the Policy shall be made available to any member on written request.

Article XIII.
Amendment of By-Laws

XIII.1. **Amendment.** The By-Laws may be amended by two-thirds (2/3) majority of the Executive Committee, provided that the Executive Committee shall give the HBAA membership at least seven (7) days written notice of an intent to amend these By-Laws.

XIII.2. **Ratification.** A majority of the HBAA membership must ratify and adopt any amendments to these By-Laws in a General Membership or Special meeting.

XIII.3. **Recordation.** The Secretary shall record such amendments and adoption in the HBAA’s books and records for inspection and posterity.