

1- **Bylaws of the Puerto Rican Bar Association of Illinois, Inc.**

2- **Amended and Adopted December 14, 2021.**

3- **CHAPTER 1: NAME**

4- **SECTION 1.1** The name of this Association shall be the PUERTO RICAN BAR ASSOCIATION OF ILLINOIS, INC. (“PRBA”).

5- **CHAPTER 2: PURPOSE**

6- **SECTION 2.1 General Purpose.** The Purpose of the Puerto Rican Bar Association is to promote high standards of intergroup honor and competence among Hispanic attorneys, to promote legal education, to foster understanding of and respect for the law, to aid the Hispanic community in becoming aware of its rights, duties and privileges under the law, to attack the causes of the under-representation of Hispanic/Latino students in all levels of higher education particularly law school by educating the community at large as to this disparity, to build a financial base so that those qualified Hispanic/Latino students identified by the Board will be able to go to college, law school or graduate school (preference being given to Hispanic/Latino students with a demonstrated commitment to the community), to provide financial aid in the form of scholarships, fellowships and such other financial assistance to students as deemed appropriate by the Board, to engage in charitable activities for the benefit of helping the poor and enhancing their quality of life, to develop and/or fund projects that are designed to bring about institutional change by attacking the basic social, economic and political causes of poverty, to provide a forum through which Hispanic attorneys, the legal profession and the community at large may become aware of the needs, goals cultures and achievements of Hispanics, and particularly, to bring awareness of the needs, goals, culture and achievements of the Puerto Rican community.

7- **CHARITABLE PURPOSE RESTRICTION**

8- **SECTION 2.2 Charitable Purpose Restriction.** The organization is organized exclusively for the charitable, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code. This organization shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or such corresponding section of any future federal tax code or by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code or such corresponding section of any future federal tax code.

9- **CHAPTER 3: MEMBERSHIP**

10- **SECTION 3.1 Membership in General.** Any lawyer who is a member in good standing of any State Bar within the United States and who supports the purposes of the Association shall be eligible for membership in the Association and may become a member by applying and paying the requisite dues as set by the Board. Members who are licensed in the State of Illinois shall have all the rights and privileges of this Association, including the right to vote (if any), and shall be eligible to serve in any office and on any Committee, except as otherwise provided in these Bylaws. Members not licensed in the State of Illinois shall have all the rights and privileges of this Association, including the right to vote (if any), but shall not be eligible to serve as a board member or officer. Any member who is suspended or disbarred from the practice of law in any jurisdiction shall no longer be eligible for membership.

11- **SECTION 3.2 Honorary Judicial Members.** The Judges of the Circuit Court Cook County, the Judges of the State of Illinois State, Appellate, and Supreme Courts, and such other persons as the Board

of Directors may from time to time designate, shall be Honorary Judicial Members. Honorary Judicial Members shall not have the right to vote.

12- **SECTION 3.3 Law Student Membership.** Any law student who is enrolled in an accredited law school is eligible for student membership. Student members are ineligible to serve as an officer or director of the Association.

13- **SECTION 3.4 Friends of the PRBA.** Any person not authorized to practice law in the State of Illinois, who is not eligible for general or Law Student Membership, who is interested in advancing the purpose and mission of the Association, is eligible for Membership as a Friend of the PRBA upon the approval of the Association's Board and payment of dues as prescribed by the Board. A Friend of the PRBA Member shall not participate in nominating or electing a member of the Board or an Officer of the Association but may participate in other activities of the Association as authorized by the Board.

14- **SECTION 3.5 Honorary Membership.** The Board may create and establish by majority vote of the Board, criteria for honorary memberships.

15- **SECTION 3.6 Membership Year.** The membership year shall coincide with the Association's calendar year which is January 1<sup>st</sup> to December 31<sup>st</sup>. The Board shall determine the dues' structure and time(s) of payment.

16- **SECTION 3.7 Membership in Good Standing.** A member who fails to pay annual dues by March 1<sup>st</sup> of the calendar year shall no longer be a member in good standing and her name shall be dropped from the Association's roster of members.

#### 17- **CHAPTER 4: DIRECTORS AND OFFICERS**

18- **SECTION 4.1 Director General Duties:** The affairs of the corporation shall be managed by its Board of Directors. The Board of Directors may create standing and special committees, approve plans and work of standing and special committees, present reports, and recommendations at the meetings of the members, set the times and dates and locations of meetings of the members, set the agenda for regular meetings of the members, and supervise and direct the activities of the Officers.

19- **SECTION 4.2 Number:** The number of Directors shall be not less than three (3) and no more than eight (8). The Board, by a special election may decide to increase the number of board members to serve on the board.

20- **SECTION 4.3 Quorum:** 50% plus one of the directors in office shall constitute a quorum. Matters brought before the Board of Directors will be decided by majority vote of that quorum, if physical meeting, or by majority (50% +1) of the total number, if via electronic media. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting.

21- **SECTION 4.3 Elections and Terms of Office:** The term of a Director shall be two (2) years. Incumbent directors may be re-elected to successive terms, with no term limits. The Directors of the Corporation shall be elected every two years by the General membership at the regular annual meeting. If the election of Directors shall not be held at such meeting, such

election shall be held as soon thereafter as conveniently may be. Each Director shall hold office until his successor shall have been duly elected. General members of the organization may nominate members to the Board. Members of the Board of Directors may hold any officer position within the organization.

22- **SECTION 4.5 Vacancies and Removal:** Vacancies that occur between elections may be filled by a majority vote of the Directors. Board Members can be removed for failure to render assistance in carrying out the purposes of the Corporation by a majority, (50%+1), of the Board of Directors at a regular meeting or at a special meeting called for this purpose. Not render assistance can be deemed by failure to attend two (2) or more consecutive events or meetings without being excused by the President, or by failure to participate in the decision-making process of the corporation affairs.

23- **SECTION 4.6 Compensation:** Directors shall serve without compensation, but reasonable expenses incurred by Directors in furtherance of the Corporation's business may be reimbursed by the Corporation if authorized by the Board.

24- **SECTION 4.7 Officers.** The Officers of the Association shall include the President, First Vice-President, (who shall also be the President Elect), Treasurer and Secretary and such other officers with such powers and duties not inconsistent with these bylaws as may be created and determined by the Board of Directors.

25- **SECTION 4.8 Election of Officers.** At all meetings of the Board of Directors, each Director shall be entitled to one (1) vote. There shall be no voting by proxy. The term of all officers shall be two (2) years from elected.

26- **SECTION 4.9 Duties of Officers.**

27- **SECTION 4.9(a) President.** The President shall be the Executive Officer and the official public spokesperson of the Association; shall preside at all meetings of the Association and Board; shall timely appoint all standing committees; and shall perform such other duties as usually pertain to such office. He/she shall be ex-officio a member of all committees. At the expiration of his/her term he/she shall make a written report concerning the activities of the Association and may make such recommendations as he/she may deem proper.

28- **SECTION 4.9(b) First Vice President (*President Elect*).** The First Vice President, in the absence or inability or resignation of the President, shall perform the duties of the President, and such performance shall not affect her right to succeed to the office of President for a full year's term. The First Vice President shall perform all other duties as may be required by the Board and the President, plus such other duties as usually pertain to the office.

29- **SECTION 4.9(c) Secretary.** The Secretary shall keep accurate records of all proceedings of this Association; shall notify all members of meetings; shall be keeper of the records and seal of this Association; and shall perform all other duties as may be required by the Board and such other duties as usually pertain to her office.

30- **SECTION 4.9 (d) Treasurer.** The Treasurer shall receive, collect, and prepare receipts for all monies due the Association and be the custodian of all funds. The Treasurer shall be a signer on the bank account in conjunction with one other board member, usually the President. He/she shall record collection

of all membership dues and give monthly membership reports to the Board. He/she shall make all disbursements under the direction of the Board. He/she shall prepare an Annual Report at the close of the fiscal year and submit it to the Board. When required by the Board, the Treasurer shall submit reports as to the current status of funds at meetings of the Association or Board. The Treasurer shall ensure that all annual or quarterly tax filings are prepared and filed with the IRS, either forms 1120s or 990 postcards or any variation of required annual tax filings to maintain the Association's not for profit 501(c)(3) charitable status with the IRS. The Treasurer shall file required annual reports with the Attorney General's office and maintain Sales Tax Exemption information on record from the State of Illinois, if needed. The Treasurer shall prepare financial reports and keep all records and books in good standing for the Association. The Treasurer shall maintain in force such insurance coverage as required by law or as the Board shall direct including, at a minimum, commercial general liability and directors' and officers' liability insurance.

31- **SECTION 4.10 Vacancies.** Any vacancies occurring in an elective office other than that of President or First Vice President shall be filled by an appointment by the President with the concurrence of the Board, for the remainder of that office's term. The First Vice President shall become President if the vacancy is in the office of President. In case any office of the Association, other than the President or President-Elect, becomes vacant for any cause, the majority of the Directors then in office, although less than a quorum, may elect an officer to fill such vacancy, and the officer so elected shall hold office and serve until the first meeting of members next succeeding and until the election and qualification of such officer's successor.

32- **SECTION 4.11 Removal.** Any officer may be removed from office by the affirmative vote of two-thirds (2/3) of all the Directors at any regular meeting or special meeting called for that purpose, for nonfeasance, or malfeasance, or misfeasance, for conduct detrimental to the interest of the Association, or for refusal to render reasonable assistance in carrying out its purposes. Any such officer proposed to be removed shall be entitled to at least fourteen (14) days' notice by email of the meeting of the Board of Directors at which such removal is to be voted upon and shall be entitled to appear before and heard by the Board of Directors at such meeting.

33- **SECTION 4.12 Compensation and Expenses.** Members, Officers, and Directors shall not receive any compensation for their services to the Association. This is not to preclude reimbursement for expenses approved by the Board of Directors. The Board of Directors shall also have power in its discretion to contract for and pay to members rendering unusual or special services to the Association special compensation to the value of such services.

## 34- **CHAPTER 5: COMMITTEES**

35- **SECTION 5.1 Judicial Evaluation Committee.** The Judicial Evaluation Committee shall be responsible for the implementation of the Judicial Endorsement and Evaluation Procedures adopted by the Board of Directors.

36- **SECTION 5.2 Scholarship Committee.** The Scholarship Committee shall be responsible for awarding scholarships to law students. The procedure for scholarship and fellowship grants by the PRBA to individuals shall be as follows:

37- **SECTION 5.2(a) Publication.** The board of Directors, or scholarship committee designated by the Board of Directors for that purpose, shall publicize the availability of scholarship or fellowship grants at schools, community facilities, and other educational and social service organizations and agencies via email, on the website and through any other forms of approved publication by the Board.

38- **SECTION 5.2(b) Review and Selection.** The Board of Directors or Scholarship Committee shall review all applications received for available grants. The decision to make a grant to an applicant shall be made by the Scholarship Committee, or 2/3 of all Board of Directors if no scholarship committee is in place. Such decision may include such criteria for selecting grant-recipients as priori academic performance of the candidate; recommendations from instructors of higher education; recommendations from colleagues and others having personal knowledge of the candidate; prior publication credits; general reputation in the academic community; personal statement, an essay and financial need.

39- **SECTION 5.2(c) Delivery, Accounting and Report.** The President shall prepare and deliver to each grantee, along with notice of award of the grant, a detailed procedure as to the manner in which funds shall be accounted for.

40- **SECTION 5.3 Special Committees.** The president reserves the right to create other specialized committees such as Budget Committee, and Membership Committee to facilitate the management of the Association. Members and Chairs of these Standing Committees shall be appointed yearly by the President following the Annual Meeting.

#### 41- **CHAPTER 6: MEETINGS**

42- **SECTION 6.1 General Membership Meetings.** There shall be at least one (1) meeting for the general membership each year. The membership meetings shall be scheduled by the President, with the concurrence of the Board. Notice of all membership meetings shall be emailed to the members of the Association no later than ten (10), days before the meeting.

43- **SECTION 6.2 Special Meetings.** Special meetings may be held upon written request of three (3) members of the Board, or upon written request of five (5) members of the Association. The Secretary shall give all members full five (5)-days email notice of such special meeting designating the date, time, place, and the purpose of such special meeting.

44- **SECTION 6.3 Board Meetings by Telephonic or Electronic Communications.** The Board may conduct meetings by telephone conference or email. Participation in a Board meeting by such means shall constitute presence in person at such meetings. The Secretary or the Board's designee shall maintain a written record of all action taken at such meetings.

#### 45- **CHAPTER 7: ANNUAL BANQUET**

46- **SECTION 7.1** The Association may host an Annual Banquet, at a time and place chosen by the President, to raise funds, convey awards, and/or conduct such other business as the Board deems appropriate. The Annual Banquet may constitute a Regular Meeting of the Membership, in which case it would constitute the Annual Meeting of the Association. The President may create a special, temporary committee to assist with the planning and implementation of the Annual Banquet, and delegate such tasks as the President-Elect deems necessary to conduct the Annual Banquet. The President shall periodically report to the Board on all matters pertaining to the Annual Banquet during its planning and as requested by the Board.

#### 47- **CHAPTER 8: FINANCIAL DUTIES**

48- **SECTION 8.1 Investments.** The Association shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it,

according to the judgment of the Board of Directors, without being restricted to the class of investments which a Director is or may hereafter be permitted by law to make any similar restriction; provided, however, that no action shall be taken by or on behalf of the Association if such action is a prohibited transaction or would result in the loss of the tax exemption under Section 501 (c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

49- **SECTION 8.2 Contracts.** The Board of Directors may authorize any director or officer to enter any contract or execute and deliver any instrument in the name of and on behalf of the Association and such authority may be general or confined to specific instances.

50- **SECTION 8.3 Management of Bank Accounts.** The Treasurer and one other board members shall be a signer on all Association Bank Accounts. All checks, drafts, or other order for the payment of money issued in the name of the Association shall be signed by the Treasurer.

51- **SECTION 8.4 Loans.** No loans shall be contracted on behalf of the Association.

## 52- **CHAPTER 9: USE OF THE LOGO/SPEAKER FOR THE ASSOCIATION**

53- **SECTION 9.1 Logos.** Use of the Association's letterhead, logo, or motto shall be limited to official business of the Association. Such items shall not be used for any other purpose except as expressly authorized by the Board.

54- **SECTION 9.2 Speaker.** The President or a person designated by the President shall express the policy of the Association as determined by the Board. No other member of the Association may represent the Association or a committee thereof before a legislative body, court, or governmental agency or official, unless specifically authorized by these Bylaws, the President, or the Board.

55- **SECTION 9.3 Policy.** The President or the President's designee shall express the policy of the Association as determined by the Board of Directors. No other member or employee of this Association may represent the Association or Committee before any legislative body, court or governmental agency unless specifically authorized by the Board. Any member who, when making a public utterance permits himself or herself to be identified as having an official connection with the Association or one of its Committees shall, if the policy of the Association on the subject matter of the utterance has been determined by the Board of Directors, state that policy; and, if he or she expresses views at variance with it, clearly identify the variance as his or her personal views only. If there has not been or if such member has no knowledge of any such policy determination, the member shall nevertheless identify his or her utterances as his or her personal view.

## 56- **CHAPTER 10: AMENDMENT OF BYLAWS**

57- **SECTION 10.1 Amendments.** These By-Laws may be amended at any annual or special meetings of the Board of the Directors called for this purpose upon a majority (50+1) vote of the entire board members at the meeting; provided, however, that written notice of such proposed amendment shall have been emailed to the Board Members at least seven (7) days prior to the date of the meeting. Amendments shall be effective immediately upon adoption.

## 58- **CHAPTER 11: NON-LIABILITY**

59- **SECTION 11.1 Liability.** To the extent permitted by law, the Association, its officers, directors, and committee chairpersons shall not be liable to its members for acts or omissions to act or any statement

or any omissions or errors therein published or circulated by the Association or by its officers, directors, or chairpersons acting in said capacities.

60-     **CHAPTER 12: EXEMPT ACTIVITIES**

61-     **SECTION 12.1. Exemption.** Notwithstanding any other provision of these bylaws, no member, director, officer, employee, or representative of this Association shall take any action or carry on any activity by or on behalf of the Association not permitted to be taken or carried on by an organization exempt under Section 501 (c)(3) of the Internal Revenue Code and regulations as they now exist or as they may hereafter be amended.

62-     **CHAPTER 13: MISCELLANEOUS**

63-     **SECTION 13.1 Construction.** These Bylaws shall be liberally construed.

64-     **SECTION 13.2 Effectiveness.** These Bylaws shall take effect immediately upon their adoption by the Association.

65-     **SECTION 13.3 Replacement.** These Bylaws supersede and replace all previous Bylaws as amended from time to time.

66-     **SECTION 13.4 Notice.** Whenever notice of meetings is required under these Bylaws, such notice may be given by electronic mail.

67-     **CHAPTER 14: DISSOLUTION**

68-     **SECTION 14.1 Dissolution.** Upon the dissolution of the Association, the Board of Directors shall, after paying any outstanding liabilities, dispose of all assets of the Association exclusively for the purpose of supporting another not-for-profit organization operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the IRS Code, as the Board of Directors may determine.

69-     **CERTIFICATION**

70-     The Secretary of the Association hereby certifies that these Amended and Restated Bylaws were adopted and approved on December 14, 2021.

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72-     Melissa Giancomara, esq.

73-     Secretary, PRBA