

MEXICAN AMERICAN BAR ASSOCIATION

BYLAWS



Amended and Adopted **September 24, 2009**

Article I

NAME

This corporation is organized pursuant to the General Non-Profit Corporation laws of the state of California and its name shall be "Mexican American Bar Association" and it shall also be known by its acronym "MABA" and referred to as "the Association" in these Bylaws.

Article II

PURPOSE

The specific and primary purposes for which this corporation is formed shall be to advance the science of jurisprudence; to promote the administration of justice; to encourage a thorough legal education; to maintain the honor and dignity of the legal profession; and to cultivate social intercourse among its members.

Article III

MISSION

The mission of this corporation shall be to empower the Latino community.

Article IV

PRINCIPAL PLACE OF BUSINESS

The principle place of business of this corporation shall be in the County of Los Angeles. The specific location shall be determined by the Board of Trustees and may change from time to time depending on the needs of the organization.

Article V

MEMBERSHIP AND DUES

Section 1. Membership Classifications

Membership in the Association shall consist of: (1) Attorney members; (2) Associate members; (3) Judge members; and (5) Honorary members, as those terms are hereafter defined.

(a) Attorney Members: Any attorney in good standing to the practice of law in any State of the United States is eligible to attorney membership in the Association. Attorney members shall pay dues, have voting rights and may hold elected or appointed office in the Association.

(b) Associate Members: Non-attorneys are eligible to associate membership in the Association. Associate members shall pay dues, have voting rights, but cannot hold elected or appointed office in the Association.

(c) Judge Members: Any judicial officer in good standing is eligible to judge membership in the Association. Judges shall pay dues, have voting rights, but cannot hold elected or appointed office in the Association

(d) Law Student Members: All students attending any accredited law school in the United States and its territories are eligible to Law Student membership in the Association. Law Student members are not required to pay dues, shall have no voting rights and cannot hold elected office in the Association.

(e) Honorary Members: Persons distinguished for public service or eminence in the law may be elected to honorary membership by vote of the members of the Association. Honorary members shall not pay dues, have voting rights or hold office in the Association.

Section 2. Admission to Membership

Any eligible individual desiring to become a member of the Association shall (1) submit a membership application, which is subject to approval by a majority vote of the Board of Trustees; and (2) pay the applicable dues.

Section 3. Dues

All dues shall become due and payable as of January 1, of each year, unless otherwise determined by the Board of Trustees. The Board of Trustees shall have the power to return the dues of any member in whole or in part.

Section 4. Certificate of Membership

A certificate of membership in such form as may be prescribed by the Board of Trustees shall be issued to each member upon submission of the membership application and payment of the applicable dues All members not required to pay dues shall receive the certificate of membership upon submission and approval of the membership application.

Article VI

MEETING OF MEMBERS

Section 1. Annual Meeting

The Association shall hold an annual meeting of the members. The annual meeting shall be held each year in the month of November, unless the Board of Trustees determines otherwise.

Section 2. Special Meetings

The Association shall hold special meetings of members upon the call of the President, by majority vote of the Board of Trustees or upon written request signed by ten or more members of the Association.

Section 3. Place of Meetings

The place at which meetings of members will be held shall be fixed by the majority vote of the Board of Trustees.

Section 4. Notices

Notice of meetings of members shall be sent by the office administrator at the direction of the Board of Trustees to each member of the association. The method of notice shall be by regular mail, e-mail or fax.

Section 5. Presiding Officer

At all meetings of the members of the Association, the President, or in his or her absence, the Vice President, or in his or her absence, the Secretary of the Board of Trustees, or in his or her absence, any member selected by the meeting shall preside.

Section 6. Quorum

There shall be a minimum of ten attorney members present at the meeting in order to conduct the business of the Association.

Article VII

TERMINATION OF MEMBERSHIP

Section 1. Resignation of Member

A member not in default in payment of dues and against whom no complaint or charge is pending, may at any time file his resignation in writing with the Secretary and it shall become effective the date it was filed when accepted by the Board of Trustees.

Section 2. Censure. Suspension and Expulsion

Any member may be censured, suspended and/or expelled, after hearing, by the affirmative vote of not less than two-thirds of the Board of Trustees present at the hearing, for any violation of the Code of Ethics of the Association, or for other good cause. Before any such action may be taken, written charges must be filed with the Secretary against the member charged and written notice of the proposed hearing on such charges must be given to him/her at least 10 days before the date set for the hearing. At such hearing, the member charged shall be given the opportunity to be heard and to present evidence in answer to such charges. Appeal of the Board's final decision may be made to the regular membership by sending a written request for hearing of the appeal to the Secretary of the Association within 60 days of the date of the suspension and/or expulsion. The Secretary will notify the President of the Association who will call a special meeting of the general membership. The regular membership will then vote on the appeal after having heard argument by the member suspended/expelled and by a representative of the Board of Trustees. A two thirds affirmative vote of the general members attending the meeting is necessary to overturn the Board's decision.

Section 3. Disbarment

The disbarment or suspension from the practice of law of any member shall automatically terminate his or her membership in the Association during his or her period of disbarment or suspension, after which period he or she may be reinstated by a majority vote of the Board of Trustees.

Article VIII

EXECUTIVE OFFICERS

Section 1. Executive Officers

The Association shall have a President, Vice President, President-Elect, Secretary, Treasurer, Newspaper Editor and Membership Director, who except for the President, shall be elected for a one-year term by members of the Association entitled to vote. The President-Elect shall succeed to the office of the President for a one year term without further vote of the membership. Only those individuals who have served on the Board of Trustees for at least two years within the last four years immediately preceding the term to be served, shall be eligible to run for the position of President-Elect.

Section 2. Duties of Executive Officers

The duties of the Executive Officers shall be:

- (a) President: The President shall preside at all meetings of the Association. He/she shall have such powers and perform such other duties, not inconsistent with the Association's Articles of Incorporation and Bylaws

(b) Vice-President: The Vice-President shall perform the duties of the President of the Association during his or her absence or inability to act.

(c) President-Elect: The President-Elect shall perform the duties assigned to him or her by the President.

(d) Secretary: The Secretary shall keep minutes of the proceedings of all meetings of members and of all meetings of the Board of Trustees, together with the minutes of all matters of which minutes may be ordered by the Association or its Board of Trustees. The Secretary shall present the minutes of the previous meeting to the members of the Board at least twenty four hours prior to the next meeting. At the end of the year, the Secretary shall compile all minutes for the year in either printed or electronic format. This yearly compilation shall be kept by the Association and serve as its historical record. The Secretary shall keep a record of the names and addresses of all members of the Board of Trustees. He or she shall perform such other duties as may be assigned to him or her by the Board of Trustees, or the President.

(e) Treasurer: The Treasurer shall collect , take charge of, and, under the direction of the Board of Trustees, disburse all funds of the Association; he or she shall keep an accurate record of all receipts and disbursements of the Association, which shall be open to the inspection of any dues paying member of the Association. The treasurer shall make a financial report at each monthly meeting of the Board of Trustees. At the last monthly meeting of members of the Board of Trustees, he or she shall make a full report of all receipts and disbursements of the past year. He or she shall also present a full report at the annual meeting of members of the Association.

(i) Signatories on MABA Accounts. The only signatories to any MABA financial account shall be the President, the President-Elect, and the Treasurer. They, and only they, shall be allowed to have possession of any MABA checkbook. Signatories on any MABA accounts shall be changed officially with the financial institution where the account is held immediately following each election of new Board members, but at no time later than December 31st of the year of the election

(ii) Treasurer's Report. The Treasurer's report each month shall contain a report of, and a full accounting of, the income received during the month and any expenses paid. The Income Received during the period and the expenses paid shall be reported in the minutes of each Board meeting. The Treasurer's monthly report shall be made part of the official records of MABA and shall be kept by the Secretary along with the Minutes

(f) Newsletter Editor: The Newsletter Editor shall be responsible for preparing and disseminating the Association's Newsletter. The Newsletter shall be an important vehicle for the dissemination of the Association's news, notices and information.

(g) Membership Director: The Membership Director shall be responsible for promoting membership in the Association and for maintaining an accurate list of the Association's members. The Membership Director shall also be responsible for updating the membership application, coordinating the collection of dues and the recruitment of new members.

Article IX

BOARD OF TRUSTEES

Section 1. Board of Trustees

The Association shall have a Board of Trustees consisting of:

(a) The Executive Officers: President, Vice President, President-Elect, Secretary, Treasurer, Newsletter Editor. and Membership Director;

(b) Eight (8) Trustees elected for one year terms, who are members of the Association entitled to vote. The eight (8) Board members shall consist of the following:

(1) Two Trustees elected for one year terms who have been members of the State Bar of California or otherwise duly licensed to practice law in any American Jurisdiction for less than five years.

(2) Two Trustees elected for one year terms who have been members of the State Bar of California or otherwise duly licensed to practice law in any American Jurisdiction for less than ten, but at least five years.

(3) Two Trustees elected for one year terms who have been members of the State Bar of California or otherwise duly licensed to practice law in any American Jurisdiction for more than ten years, but less than twenty years.

(4) Two Trustees elected for one year terms who have been members of the State Bar of California or otherwise duly licensed to practice law in any American Jurisdiction for more than twenty years.

(c) Each year, the current President-Elect of the Association may appoint two additional attorney members of the Association as Trustees for a one year term to serve on the Board of Trustees when he or she becomes President. These appointments must be made between the date scheduled for elections of the Board of Trustees and the date scheduled for

installation of the new Board of Trustees. If the appointments are not made during this time, the newly elected Board of Trustees may make the appointments.

(d) Each year, the current President-Elect of the Association may appoint one student member of the Association as a voting member of the Board of Trustees for a one year term.

Section 2. Powers and Duties

(a) The Board of Trustees shall manage, control and administer the business and affairs of the Association and shall determine its policies, all subject to and in accordance with the Articles of Incorporation and Bylaws.

(b) All appropriation of funds from the Association must be made by the Board of Trustees, unless otherwise voted by the Association members by a two-thirds vote of those voting at the next scheduled meeting of the members.

(c) The Board of Trustees shall approve all expenditures incurred by, or on behalf of the Association, except for regular expenditures in the normal course of business; shall audit, at least annually, the accounts of the Treasurer, including all bank balances.

(d) The Board of Trustees shall approve or deny each application for membership in the Association.

(e) Members of the Board of Trustees shall attend all meetings of the Association. Members of the Board of Trustees who have been absent from three Board Meetings may be removed from the Board by a majority vote of the Board of Trustees.

Section 3. Ex-Officio Members of the Board of Trustees

Each former President in good standing shall be an ex-officio member of the Board of Trustees. Each shall have the right to attend and participate at meetings of the Board of Trustees, but shall not have the right to vote.

Section 4. Vacancies

If any Officer or Trustee position becomes vacant, such vacancy shall be filled by a majority vote of the Board of Trustees for the remainder of the term.

Section 5. Meetings

The Board of Trustees shall meet once a month and shall keep a record of its proceedings. It shall make its own rules as to time, place, and notice of its meetings, and shall make its own rules of procedure. A special meeting of the Board may be

called at any time by any member of the Board of Trustees, or by an Association member, with ten signatures of the members of the Association.

Section 6. Quorum

One half plus one of the current members of the Board of Trustees shall constitute a quorum. No business may be conducted if there is no quorum.

Section 7. Reports and Referendum

All records of the Association shall be made available for inspection to all dues paying members in good standing upon written request to the Secretary of the Association. The Secretary shall make the records available for inspection within ten days of receipt of the written request

Section 8. Sponsorships and Endorsements

(a) Requests for sponsorships or endorsements must be presented to the Board of Trustees. A majority vote of the Board of Trustees present at the time of the vote must approve the sponsorship or endorsement. If the request for a sponsorship or endorsement is an urgent matter and on a short time line, the requesting party may request to obtain an expedited vote from the Board.

(b) Requests for endorsements for judicial candidates, candidates for public office candidates or any activity that affects the Association's 501(c)(6) status, may be referred to MABA PAC. Requests for sponsorships or endorsements for judicial candidates, candidates for public office or any activity that does not affect the Association's 501(c)(6) status, may be made by a majority vote of the Board of Trustees at a duly noticed meeting.

(i) MABA Committee on Judicial Endorsements.

a. Chair of the Committee. At least 5 members of the Board shall form the MABA Committee on Judicial Endorsements. One Board member shall be the Chair of the committee for the year, and this Chair shall be elected by a majority of the Board at the yearly retreat. If for any reason the Board at the retreat is unable to vote on the Chair, the Chair shall be selected no later than the end of business of the first Board meeting of the year. The Chair can be replaced at any time by a majority vote of the Board.

b. Committee Members. The committee members may change without restriction throughout the year with the exception of the Chair. At no time shall less than 5 members participate in the endorsement process outlined in (ii) below. Participation in the committee shall be voluntary and the full Board can participate in the committee if the Board members so desire.

(ii) The Judicial Endorsement Process

a. The MABA website. MABA shall maintain an online application for those seeking a Judicial endorsement from MABA.

b. Applications. As applications for a Judicial Endorsement come in, the Chair shall compile the applications for review by the committee. The receipt of an application for endorsement shall trigger a committee meeting. Once an application is received, that application shall be reviewed at the next scheduled committee meeting.

c. Application Review. When an application for Judicial Endorsement is received, the Chair shall distribute the materials submitted by the applicant to all committee members for their review. Each committee member shall thoroughly review the application.

d. Confidentiality. All materials submitted to the Chair or to the committee are to be held in the strictest confidence. No member shall keep, store, maintain, or in any way preserve any portion of an application for Judicial Endorsement beyond that necessary to carry out the duties of the committee. Once the application process concludes and a candidate is either submitted for a full Board vote or rejected for a full Board vote, all materials pertaining to the application shall be destroyed and, if held in an electronic version, deleted and destroyed. The Chair will be authorized to maintain only MABA's internal application for Judicial Endorsement as a record of the applicant's application for MABA's endorsement once the application process has concluded, and may maintain such records without restriction.

e. Committee Meetings. The Committee shall meet three times per year: in March, July, and November. If no applications for endorsements have come in then no meeting shall be held for that period. Nothing in this section shall prevent the Chair of the Committee from calling a special meeting to deal with any last minute endorsements.

f. Reporting to the Board. Once the committee has reviewed the application, it shall deliberate at the Committee meeting on whether to recommend the candidate for endorsement by the full Board. A minimum of 5 members of the committee shall be required to vote on whether to forward the applicant for a full Board vote. If four members of the committee, or more, feel that the applicant should be given MABA's endorsement, then the Chair

will place the applicant on the next Board meeting's agenda for the full Board to vote on the application. In the absence of four votes recommending the endorsement, the applicant shall be notified, in writing, within 30 days of such decision, in a communication signed by the President. Any denial of a full Board vote shall be without prejudice, and any applicant previously rejected may re-apply without limitation. If the applicant is recommended for endorsement by at least four committee members, then one member of the committee shall be charged with presenting the full Board, at the next scheduled meeting, with a summary of the deliberations on the candidate by the committee and the reasons why the committee recommends endorsement.

g. Voting by the Board. MABA shall endorse a candidate whose application for Judicial Endorsement receives a majority vote of the Board after having been through the Judicial Endorsement process outlined in this section.

h. Notifying the Candidate and the Governor. A written communication shall be sent to the candidate who receives MABA's endorsement no more than 30 days from the date of the Board vote endorsing the candidate. The President shall sign (written or electronic) the written communication to the candidate, and cause a letter to be sent to the Office of the Governor and to the Office of Governor's Judicial Appointments Secretary notifying them of MABA's endorsement of the candidate.

(c) The Board of Trustees also has the authority to recommend community and non-elected federal, state, city and county, judicial, and bar association appointments as well as ballot proposition/measures, and legislation.

(d) No member of the Board of Trustees or member of the Association has the authority to commit the Association to an endorsement or sponsorship.

Section 9: Resignation, suspension and expulsion of members of the Board of Trustees

(a) Resignation of Member of the Board of Trustees. A member of the Board of Trustees may, at any time, file his resignation in writing with the Secretary and it shall become effective on the date it was filed.

(b) Suspension and expulsion of Member of the Board of Trustees. Any member of the Board of Trustees may be suspended and/or expelled by the other members of the Board of Trustees, after hearing, by the affirmative vote of not less than two-thirds of the Board of Trustees present at the hearing, for any violation of the Code of Ethics of the Association, or for other good cause. Before any such action may be taken, written charges must be filed with the Secretary

against the member of the Board of Trustees charged and written notice of the proposed hearing on such charges must be given to him/her at least 10 days before the date set for the hearing. At such hearing, the member of the Board of Trustees charged shall be given the opportunity to be heard and to present evidence in answer to such charges. Appeal of the Board's final decision may be made to the regular membership by sending a written request for hearing of the appeal to the Secretary of the Association within 60 days of the date of the suspension and/or expulsion. The Secretary will notify the President of the Association who will call a special meeting of the general membership. The regular membership will then vote on the appeal after having heard argument by the member suspended/expelled and by a representative of the Board of Trustees. A two thirds affirmative vote of the general members attending the meeting is necessary to overturn the Board's decision.

Article X

ELECTIONS

Section 1. Time

The Association shall hold election of officers and trustees of the Association every year in the month of November. The Secretary of the Association shall be responsible for notifying the general membership of the date, time and place of the elections, as well as specifying the time when voting ends.

Section 2. Nominations

(a) The names of candidates and ballot statements for the election of officers and trustees of the Association shall be received by the President-Elect of the Association not less than 21 days before the date scheduled for elections.

(b) Only Attorney members that are current with their dues, unless exempted from paying dues as stated elsewhere in these Bylaws, and in good standing, shall be eligible to hold office, be nominated, or otherwise appointed to any attorney position on the Board. Any individual found not to be in compliance with these requirements by any member of the Association shall be disqualified from being able to hold any elected or appointed position.

(c) All candidates shall be self-nominating and shall confirm that they meet the requirements to hold office at the time their self-nomination is made. The President-Elect, responsible for conducting the elections, shall verify that all candidates satisfy the requirements to hold office.

(d) There will be no nominations from the floor on the date the election unless there is an open position. If accepting nominations from the floor for an open position results in a contested slot, the slot will be contested among the floor nominees only. In the event where there is an open position to the Board of

the Association which was not filled through the electoral process, the President-Elect for the current year of the Association shall have until the new Board is sworn in to fill that position.

(e) Only those eligible Association members identified in Article V with voting rights may vote in the electoral process.

Section 3. Manner

(a) The manner of elections shall be determined by the Board of Trustees, and it may include, but will not be limited to, mail-in ballot, electronic mail (e-mail) ballot, or any other method or manner which the Board of Trustees may decide to use.

(b) In any election, all ballots shall contain the signature (written or electronic) and printed name (written or electronic) of the person voting and the date when it was signed.

(c) Only members in good standing who have paid their membership dues shall be eligible to vote. Members will have until the day of the election to pay their dues for that calendar year in order to be eligible to vote.

(d) The President-Elect and any other Board member he or she may designate, shall tally the votes and certify the winner. Written notice to the winner of each race shall be deemed sufficient to certify the winner of each race.

(e) Any Board member wishing to take part in the tally of votes shall be allowed to do so. Voting shall be anonymous and no records shall be kept as to what member voted for which candidate.

Section 4. Declaring Winners

(a) The Officers and Trustees shall be elected by a plurality of the total votes cast. The person attaining the most votes, regardless of the percentage of the total vote, shall be declared the winner of each race.

(b) Voting by proxy shall not be permitted.

(c) In the event of a tie, a majority of the outgoing Board shall determine the winner. In the event that there is a vote by the outgoing Board should this situation arise, and said vote results in a tie, the President's vote shall count twice.

Article XI

COMMITTEES

Section 1. Appointments

The Association shall have such committees as may be determined from time to time by the Board of Trustees. All members to such committees shall be appointed annually by the President with the advice of the Board of Trustees as soon after the annual election of the officers as may be practicable and shall continue in office until successors are appointed. All such committees shall be responsible to the Board of Trustees and shall keep the Board informed on matters within the scope of the committee

Section 2. Vacancies

The Board of Trustees shall have the power to fill vacancies in any committee.

Section 3. Additional Committees

In addition to committees, as provided above, members of the Association, at any meeting thereof, may order the appointment of a special committee to consider and act upon any particular matter which may be presented to the Association

Article XII

AFFILIATION

This association may become an affiliated member of other non-profit organizations with similar purposes, if the Board of Trustees determines that it is in the best interest of this Association. A majority vote of the Board of Trustees is required to acquire membership in other organizations.

Article XIII

AMENDMENTS

Section 1. Procedure

These Bylaws may be amended by the affirmative vote of the majority two thirds of the members of the Association present and voting at any meeting of members of the Association, provided that notice of the proposed amendment and a copy thereof shall have been given by the Secretary of the Association to all members by U.S. Mail or E-mail at least five days before the meeting at which the amendment is to be voted on.

Section 2. Time of Taking Effect

Any amendment to these Bylaws shall take effect immediately upon its adoption.