



**NHCSL**

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National Hispanic Caucus  
of State Legislators

**BYLAWS**  
**of The National Hispanic Caucus of State Legislators**

**Updated with amendments adopted at the**

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**Annual Meeting in Chicago, IL**

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## ARTICLE I - ORGANIZATION NAME AND LOCATION

### § 1. Organization name

The title of this organization shall be the *National Hispanic Caucus of State Legislators* (hereinafter referred to as NHCSL).

### § 2. Organizational status

The NHCSL is a nonprofit, 501(c)(3), non-partisan organization, incorporated in Washington, DC, and an affiliate of the Council of State Governments (CSG).

### § 3. Office locations

The principal office of the NHCSL shall be located in Washington, DC. Regional offices and coordinators may be established as designated by the NHCSL Executive Committee.

## **ARTICLE II - MISSION OF THE NHCSL**

The National Hispanic Caucus of State Legislators' (NHCSL) mission is to be the foremost organization serving and representing the interests of Hispanic state legislators from all states, commonwealths and territories of the United States.

The NHCSL will meet this overriding goal by serving as a *catalyst* for joint action on issues of common concern to all segments of the Hispanic community, a *forum* for information exchange and member networking, an *institute* for leadership training, a *liaison* with sister U.S. Hispanic organizations, and a *partner* with state or provincial legislators and their associations representing throughout the world.

## **ARTICLE III – OBJECTIVES**

### **§ 1. The goals and objectives of the NHCSL**

1. To improve the effectiveness of Hispanic legislators to positively impact public policy and the quality of life for all segments of the Hispanic community.
2. To inform and educate legislators, the government and the public on topics and issues affecting the Hispanic community including, but not limited to, educational programs and initiatives, conferences, workshops, symposiums, newsletters, research studies, and personal contacts.
3. To propose model legislation and administrative actions on those issues that will directly affect the Hispanic community. NHCSL will not advocate any position or policy for the purpose of ensuring a political outcome which is inconsistent with NHCSL's status as a 501(c)(3) non-profit organization.
4. To advocate for the appointment of Hispanics to positions of influence in all levels and branches of government in order to positively impact public policy for Hispanics.
5. To advocate the hiring and promotion of Hispanics to positions of influence in the private sector.
6. To inform, educate, and promote the active participation of Hispanics in the political and electoral process within their communities and the promotion of their diverse and rich cultures, heritages, and languages.
7. To work toward the achievement of the above goals through NHCSL initiatives and in cooperation with participating and supportive corporations and businesses, government agencies, labor and civic organizations and associations, individuals and other active entities.

## § 2. Prohibition from electoral activities

The NHCSL shall not, at any time, become involved directly or indirectly, in any facet of an election for or against a candidate running for political office.

## ARTICLE IV – MEMBERSHIP, BBA AND DUES

### § 1. Legislative Membership

- A. Hispanic State Legislators: Full** membership in the NHCSL shall be only available to Hispanic state legislators presently serving in office, whose current annual dues are paid in full and who are dedicated to achieving the goals and objectives of the NHCSL. Each Hispanic State Legislator member shall have one vote and the right to seek an elected leadership position as long as he/she is a member in good standing six (6) months prior to being nominated or running for any official office of the NHCSL.

The annual dues for a Full Hispanic State Legislative Member shall be: \$100.00.

“Member in Good Standing” means a member who is not in arrears of annual dues. Members in good standing are expected to serve on a Standing Committee and/or a Task Force. An effort will be made to assign each Member to the Committee or Task Force of their choice. Travel Scholarships will be first awarded to active Committee and Task Force members in good standing.

- B. Former Hispanic State Legislators:** An emeritus membership in the NHCSL shall be available to former Hispanic state legislators whose current annual dues are both paid in full and who are dedicated to achieving the goals and objectives of the NHCSL.

The annual dues for an Emeritus Hispanic State Legislative Member shall be: \$50.00. Travel Scholarships are not available for emeritus Hispanic state legislators.

Changes to annual membership dues shall be recommended by the NHCSL Executive Committee and approved by simple majority vote of a quorum of NHCSL members present at the NHCSL annual business meeting.

### § 2. Business Board of Advisors (BBA)

- A. Full Business Representatives:** The Business Board of Advisors shall include representatives from the business community that have contributed an initial minimum of \$25,000.00 and will be required to participate in various NHCSL fundraising efforts during the course of the year. Each Full BBA Member shall have one vote and the right to seek an elected leadership position within the Business Board of Advisors, as long as he/she is a member in good standing six (6) months prior to being nominated for that position.

The dues for a Full Business Representative shall be \$ 25,000.00. The annual dues amount will be reviewed by the Business Board of Advisors and the NHCSL Executive Committee for adjustment as appropriate.

**Membership Benefits:**

1. Representation on the Executive Committee of the NHCSL, which will provide a direct platform for communications and visibility with the leadership of the Caucus.
2. Working with elected officials, organizations and members in the formulation of initiatives that promote the well being of the Hispanic community.
3. Four (4) complimentary admissions to attend the Annual Conference and a free exhibit table at the conference (at no cost).
4. Receive all newsletters and other publications produced by NHCSL.
5. Attendance at relevant training seminars and other educational opportunities when invited.
6. Hyperlink on NHCSL website.
7. Membership benefits will be reviewed, on an annual basis, by the Business Board of Advisors and the Executive Committee and adjusted accordingly.

- B. Associate Business Representatives:** An Associate Business Member shall have the same rights and benefits as do Full Business Representatives and may participate in NHCSL discussions and functions. However, Associate Business Representatives are not allowed to nominate, vote or run for any office of the Executive Committee of the Business Board of Advisors.

The dues for an Associate Business Representative shall be \$15,000.00. The annual dues amount will be reviewed by the Business Board of Advisors and the NHCSL Executive Committee for adjustment, as appropriate.

Associate Members shall receive two (2) Complimentary admissions to attend the Annual Conference.

- C. Business Contributing Representative:** Business Contributing Members will receive the NHCSL newsletter and other publications, as well as one (1) complimentary registration to attend the NHCSL annual conference. Business Contributing Representatives are not permitted to run, nominate or vote for any leadership positions within the Business Board of Advisors. Participation is available only for one (1) year.

The dues for a Business Contributing Representative shall be \$5,000.00. The annual dues amount will be reviewed by the Business Board of Advisors and the NHCSL Executive Committee for adjustment, as appropriate.

### **§ 3. Suspension of Member Privileges**

Any legislator or representative to the Business Board of Advisors found to be jeopardizing the goals and objectives of the NHCSL may face probation, loss of voting privileges, suspension, or termination of membership. The President of the NHCSL shall appoint a committee to review any charges filed against a member. The committee shall file a written report to the President with its findings and recommendations. The President shall submit such report to the Executive Committee which shall then vote to accept, reverse or modify the recommendations of the committee regarding probation, loss of voting privileges, suspension, or termination of membership. The President shall then inform the member, in writing, as to the decision of the Executive Committee, including the effective date of any action taken.

### **§ 4. Membership Dues/Contributions**

The NHCSL Executive Committee shall levy dues/contributions upon all members in such amounts and for such periods as may be determined by resolution of the NHCSL Executive Committee and subject to approval of the membership. The NHCSL Executive Committee may institute rules and regulations necessary to enforce the collection of such dues/contributions, including provisions for the termination of membership, upon reasonable notice, for nonpayment of such dues and for reinstatement of membership. Any member who has failed to maintain current their annual membership dues/contributions shall be subject to loss of voting privileges and possible termination of membership. NHCSL will invoice members by January 31 of each year, and payment must be received by April 1st. Any payment not received by April 1st shall be reviewed by NHCSL, and NHCSL may terminate membership privileges unless arrangements have been required for an extension of this date.

### **§ 5. Representation is Non-Transferable**

Representation on the Business Board of Advisors may not be transferred to another business, corporation or labor/civic organization or association, at any time for any reason unless approved by the Executive Committee and the Business Board of Advisors. Failure of any Representative to be current in the payment of annual membership dues shall result in suspension of membership and voting rights and privileges to that body until all dues/contributions are paid in full.

### **§ 6. Corporate and Private Sector Transfers and Successions**

- A. Associations, corporations, labor unions or any other organizations in the Business Board of Advisors are not considered individual memberships.
- B. Associations, corporations, labor unions or any other organizations in the Business Board of Advisors can change representatives and maintain membership.

- C. If a Corporate Representative or other Private Sector representative holds an officer position within NHCSL's Business Board of Advisors, it will be at the discretion of the Business Board of Advisors to determine if the position will be assumed by the new representative.

## **ARTICLE V- MEETINGS**

### **§ 1. Annual Meeting**

The annual meeting of the NHCSL shall be held at such place and on such dates as may be determined by the Executive Committee, upon not less than 60 days written notice to each member.

### **§ 2. Notice of Meeting**

All NHCSL members shall receive written notice of any special full meeting no less than thirty (30) calendar days prior to the noticed meetings.

### **§ 3. Quorum at Meeting**

At all NHCSL "noticed" full meetings and annual meeting of members in good standing, in order to constitute a quorum and to permit the transaction of any business with the exception to adjourn a meeting, there shall be present in person ten percent (10%) of all Members in good standing. A majority of the members present may adjourn a meeting to a subsequent day in the absence of a quorum. A quorum of members in good standing present at NHCSL's Spring and Summer meeting will meet the quorum requirement. The ten percent (10%) quorum of members in good standing will only be reached by ten percent (10%) of all members in good standing in attendance at NHCSL's annual meeting.

### **§ 4. Proxy voting is not permitted.**

Attendance and participation at all NHCSL meetings is required to be eligible to vote.

### **§ 5. Rules of Order at Meeting**

The NHCSL Executive Committee shall propose the rules of order for NHCSL meetings. These rules shall be reviewed and adopted by the NHCSL. *Roberts Rules of Order (Revised)* shall be the standard procedure for the annual meetings, except where otherwise specified in these Bylaws.

### **§ 6. Chair of Meeting**

At each meeting of the NHCSL members, the President, or in his/her absence the President-Elect, shall act as chair of the meeting. The Secretary, or in his/her absence, such person as may

be appointed by the chair, shall act as Secretary of the meeting. So far, as is consistent with the purposes of the meeting, the order of business shall be as follows:

1. Call to order
2. Presentation of proofs of due calling of the meeting
3. Roll Call
4. Reading of minutes of previous meeting or meetings
5. Reports of officers and committee chairs
6. If the annual meeting, the appointment of inspectors of election, if any
7. If the annual meeting, the election of Officers for the NHCSL Executive Committee
8. If the annual meeting, the review, consideration and vote on all resolutions submitted by the Executive Committee.
9. Unfinished business
10. New business
11. Adjournment

## **ARTICLE VI – OFFICERS**

### **§ 1. Commitment to diversity**

As the foremost organization serving and representing the interests of Hispanic state legislators from all states, commonwealths and territories of the United States, the NHCSL is committed to diversity and actively seeks to elect and recruit individuals from all geographical regions and segments of the population as officers, executive committee members, committee chairs, members and decision makers.

The NHCSL is also committed to promoting and ensuring gender equality at every level of the organization. As a non-partisan organization, NHCSL is further committed to diversity of thought and inclusion of all political parties and political views, including those unaffiliated with any political party.

### **§ 2. Officers**



The following shall be the “Officers” of the NHCSL: President; President-Elect (from a different Region than the President); Immediate Past President; Vice President for Membership, Vice President for Public Policy; Secretary; Treasurer; and four (4) Regional Chairs, each one (1) representing the North, South, Midwest and West Regions. Other than the Regional Chairs, no state or territory shall have more than two (2) officers at any time.

#### **A. President**

The President shall be chief executive officer of the NHCSL and shall preside at all meetings of the NHCSL and the NHCSL Executive Committee. The President shall also be responsible for maintaining a regular flow of communications within the NHCSL, shall ensure that the Officers properly discharge their designated functions, shall appoint all committee chairpersons except as specified herein the Bylaws and shall appoint individuals to fill non-officer vacancies on the Executive Committee.

The President shall also be an Ex Officio member of the Business Board of Advisors.

#### **B. President-Elect**

The President-Elect shall be a member of the Executive Committee and shall preside at all meetings of the NHCSL and the NHCSL Executive Committee, in the President’s absence. The President-Elect will become President if the President is unable to fulfill duties for the duration of the elected President’s term. The President-Elect shall also be an Ex Officio member of the Business Board of Advisors. The President-Elect shall be a member of a different Region than the President.

In order to have the right to seek the position of President-Elect, the candidate must have served at least one full term as an elected Officer, Executive Committee Member or Task Force Chair.

#### **C. Immediate Past President**

The Immediate Past President shall be a full voting member of the Executive Committee as long as he/she remains a legislator. If the Immediate Past President is no longer a current legislator, he/she will be an Ex Officio, non-voting member of the Executive Committee.

#### **D. Vice President for Membership**

The Vice President for Membership shall be a member of the NHCSL Executive Committee and shall be the chair of the Membership Committee and the Nominations Committee. The Vice President for Membership shall assist the Executive Director and President with fundraising to ensure NHCSL has adequate resources to fund its annual programs and activities. The Vice President for Membership shall not hold other leadership position/s in other organizations if the duties will conflict with the duties and responsibilities of this position.

### **E. Vice President for Public Policy**

The Vice President for Public Policy shall be a member of the NHCSL Executive Committee and, in consultation with the President, shall appoint and oversee the work of the chairs of the Public Policy Task Forces.

### **F. Secretary**

The Secretary shall be a member of the NHCSL Executive Committee and review and approve the minutes of each meeting. In addition, the Secretary shall assist the Treasurer with Business Representative recruitment efforts.

### **G. Treasurer**

The Treasurer shall be a member of the NHCSL Executive Committee and shall assist the Executive Director maintain a list of paid members, monitor financial records of the NHCSL and review and sign NHCSL financial statements and tax documents.

### **H. Regional Chairs (4)**

There shall be one Chairperson per region, as defined in Article IX, Section 4, of the present Bylaws, for a total of four (4). Each of the Regional Chairs shall assist in providing administrative and liaison support and services to NHCSL in different geographic locations as determined and established by the Officers. Regional Chairs will assist NHCSL in identifying regional business board of advisors/sponsors and in coordinating regional meetings held in their specific regions. Additionally, they should be available to travel to other states in their region for organizational development and membership recruitment.

## **§ 3. Subordinate Officers**

The NHCSL Executive Committee may, from time to time, create other official offices, including but not limited to, one or more assistant secretaries and one or more assistant treasurers each of whom shall hold office for such period as prescribed by the NHCSL Executive Committee, having such authority to perform such duties as provided in these Bylaws, or as the NHCSL Executive Committee may, from time to time, determine.

### **A. Parliamentarian**

A single Parliamentarian may be designated from time to time as needed, and when the Executive Committee deems it necessary. The roles of the Parliamentarian, as well as the duration of his/her term, shall be explicitly established at the moment of appointment. The duration of the Parliamentarian's term will be strictly tied to both, the time established by the President as well as the accomplishment of the specific tasks for which

the appointment was made; meaning, the term of the Parliamentarian will expire as soon as either the established time for the appointment has passed or when the designated tasks have either been completed or proven impossible to accomplish.

The Parliamentarian, will not have any of the rights and privileges afforded to Leadership Officers, including but not limited to the right to vote.

#### **§ 4. Salaries**

The Officers of the NHCSL shall receive no salaries. The NHCSL Officers may be reimbursed for expenses incurred while performing their duties if those expenses are pre-approved by majority consent and approval of the NHCSL Executive Committee. In exceptional cases in which urgent NHCSL matters require immediate attention and NHCSL Executive Committee pre-approval is not possible, the officer shall provide notice to the NHCSL Executive Director of such travel and the purpose of the travel. All officers engaging in travel on behalf of NHCSL shall submit [monthly or quarterly] reports to the NHCSL Executive Committee detailing the purpose of the travel and activities engaged in during the previous [month or quarter]. The Executive Committee will establish a written reimbursement policy, and will review special requests for reimbursements and make decisions accordingly. Local travel and meals enroute will only be reimbursed for NHCSL's Officers. Reimbursement expenses may not exceed \$150.00/yr to cover local travel and meals enroute when attending NHCSL meetings. Travel expenses shall not be reimbursed for personal legislative staff.

#### **§ 5. Eligibility**

Only Full Hispanic State Legislator members of the NHCSL whose dues are paid in full shall be eligible for nomination and election to serve as an Officer of the NHCSL.

#### **§ 6. Term in Office**

Each officer shall take office at the time of the annual meeting of the NHCSL and shall serve for a term of two years or until a successor is duly qualified pursuant to these Bylaws. There shall be a two (2) term limit for each officer position. Once an individual has held the same officer position for two (2) terms, they are prohibited from holding that officer position again. Once an individual has held the position of President for two (2) terms, they are prohibited from holding any officer position in the future.

#### **§ 7. Vacancies During Terms of Office**

A vacancy in the office of President shall automatically be filled by the President-Elect. A majority vote of all Officers, polled through a mail ballot or by electronic means, is required to fill all other officer vacancies. Any person appointed to fill another vacant officer position shall serve until the next annual meeting, at which time an election will be held to complete the term or the unexpired term, if necessary.

#### **§ 8. Removal from Office**

The Executive Committee may remove any officer by a two-thirds vote excluding vacancies whenever, in its judgment, the best interest of the NHCSL will be served thereby.

## **ARTICLE VII- NHCSL EXECUTIVE COMMITTEE**

### **§ 1. Executive Committee**

The NHCSL shall be governed by the NHCSL Executive Committee. Direction, supervision and control of the NHCSL shall be maintained by the NHCSL Executive Committee which includes Officers. To maintain active status as a member of the Executive Committee, the member is required to attend at least two NHCSL meetings a year (attendance at NHCSL's Annual Meeting is required). The NHCSL Executive Committee shall actively pursue the objectives of the NHCSL through publications, disbursement of funds, and cooperation with other organizations dedicated to the achievement of NHCSL objectives. The NHCSL Executive Committee may institute rules and regulations deemed necessary to achieve these goals and objectives. In addition, the Executive Committee shall review and approve all NHCSL expenditures in excess of \$ 5,000.

### **§ 2. Power of Executive Committee**

The NHCSL Executive Committee may create necessary offices, committees and divisions and grant them the necessary authority to carry out their specified duties. Unless otherwise specified in these Bylaws, the NHCSL Executive Committee shall have all powers of the NHCSL as provided to them by the Members of the NHCSL.

### **§ 3. Membership of Executive Committee**

The NHCSL Executive Committee shall be comprised of the following members:

- President
- President-Elect (from a different region than the President)
- Immediate Past President
- Vice President for Membership
- Vice President for Public Policy
- Secretary
- Treasurer
- Chair of North Region
- Chair of South Region
- Chair of Midwest Region
- Chair of West Region

In addition to the Officers, the NHCSL Executive Committee shall include up to seventeen (17) additional members in good standing selected by the Officers, from across the country. Executive Committee members serve at the pleasure of the Officers. Selection to serve on the Executive Committee will be based on past consistent support of NHCSL with an emphasis on regional representation as well as gender equality.

To that end, at least one fourth ( $\frac{1}{4}$ ) of the additional members shall be from each one of the four (4) Regions. In selecting the additional members, the Officers shall also ensure that there is an equal number from each gender in the Executive Committee, after accounting for the Officers themselves.

The following members of the Business Board of Advisors shall also serve as non-voting Ex Officio members of the Executive Committee:

- Chair
- Vice President for Corporate Policy

#### **§ 4. Election of NHCSL Officers**

NHCSL Officers shall be elected by a majority vote of Members in good standing and present at the annual meeting in an election year.

#### **§ 5. Meetings of the Executive Committee**

Meetings of the NHCSL Executive Committee shall be held at least three times a year. The annual meeting may constitute one meeting. However, two (2) other meetings must be held throughout the course of each year. Special meetings of the Executive Committee may be called by the President or by a majority of the Executive Committee. Advance notice of such meetings must be given to all members of the Executive Committee. A conference call of a quorum of the Executive Committee shall constitute a regular or special meeting of the Executive Committee for the purposes of this section.

#### **§ 6. Quorum of the Executive Committee**

Ten percent (10%) of the NHCSL Executive Committee shall constitute a quorum. A majority vote shall decide the action taken by the Executive Committee. Each member is entitled to one vote on any matter addressed by the Executive Committee.

#### **§ 7. Removal of Executive Committee Members**

Any NHCSL Executive Committee Member absent without cause from any two committee meetings, within the same year, or who has not maintained and paid all current dues, shall be subject to removal from the NHCSL Executive Committee.

#### **§ 8. Vacancies**

When any vacancy exists or occurs among the NHCSL Executive Committee by death, resignation or otherwise, the vacancy shall be filled by appointment of the Officers, taking into consideration regional representation and gender equality. Any person appointed to fill a vacant position shall serve until the next annual meeting of the NHCSL at which time an election will be held to complete the full term or unexpired term.

### **§ 9. Resignation and Removal**

Any elected officer may resign at any time by written notice delivered or sent by registered mail, return receipt requested, to the President with a copy to the secretary of the NHCSL Executive Committee. Such resignation shall take effect at the time specified therein, and, unless specifically requested, acceptance or such resignation shall not be necessary to make it effective. An elected officer who ceases to be an elected official shall be deemed to have automatically resigned as an elected officer of the NHCSL Executive Committee and as a Member of NHCSL.

## **ARTICLE VIII- BUSINESS BOARD OF ADVISORS**

### **§ 1. Scope of the Business Board of Advisors**

The NHCSL establishes the Business Board of Advisors (hereinafter referred to as the Board). The Board will be comprised of members representing the business community. The Board will provide advice and assistance to the NHCSL Executive Committee and to the NHCSL. The Board will further assist in the development of and counsel on relevant issues, administrative support, conference planning and support, and development opportunities as well as other issues and projects of importance to the NHCSL.

### **§ 2. Business Board of Advisors Membership and Terms**

The criterion for participation is a minimum annual contribution as determined by the NHCSL Executive Committee and References in Article IV of the Bylaws. Each Business representative on the Board must be a senior staff member for its respective business.

### **§ 3. Officers of the Business Board of Advisors**

The following shall be official officers of the BBA: Chair, Vice Chair, Vice President for Corporate Policy, Vice President for Membership, Secretary and Strategic Advisor to the BBA.

#### **A. Chair**

The Chair shall be the presiding officer of the Board and shall be responsible for maintaining a regular flow of communications between the Board and the NHCSL Executive Committee. The Chair shall also serve as Ex Officio non-voting member of NHCSL's Executive Committee.

## **B. Vice Chair**

The Vice Chair shall preside at all meetings of the Board and represent the Chair at all designated functions, in the Chair's absence.

## **C. Vice President for Corporate Policy**

The Vice President for Corporate Policy role will be to present the Business Board of Advisors policy issues to the Executive Committee. The Vice President for Corporate Policy shall also serve as Ex Officio non-voting member of NHCSL's Executive Committee.

## **D. Vice President for Membership**

The Vice President for Membership shall be a member of the NHCSL Business Board of Advisors. The Vice President for Membership shall assist NHCSL's Executive Director by providing liaison support to NHCSL in geographic locations where BBA members have offices; this will assist NHCSL in its ongoing membership recruitment efforts.

## **E. Secretary**

The Secretary shall preside at all meetings of the Board and represent the Chair at all designated functions, in the absence of the Chair and Vice Chair. The Secretary of the Executive Committee of the Business Board of Advisors shall ensure the recording, distribution, and maintenance of minutes of BBA activities and shall ensure BBA members receive reasonable notice of all scheduled NHCSL activities. In addition, the BBA Secretary shall coordinate activities and correspondence with the NHCSL Executive Committee Secretary and the NHCSL Executive Director for all written communications pertaining to the Executive Committee of the NHCSL that is pertinent to the BBA.

## **F. Strategic Advisor to the BBA**

The Strategic Advisor to the BBA will work with other BBA officers and NHCSL leaders as needed on priority activities. These duties include but are not limited to:

- Policy development
- Administrative duties
- Travel issues
- Membership outreach

The position's priorities will be determined by the Chairman of the BBA. Given the current demands of BBA members, there is a need to ensure that the activities of the BBA are met. This position will ensure that all of these responsibilities are met.

## **§ 4. Executive Committee of the Business Board of Advisors**

The BBA Executive Committee shall be comprised, but not limited to the following members: Chair, Vice Chair, Vice President for Corporate Policy, Strategic Advisor to the BBA and Secretary. The NHCSL President and NHCSL President-Elect shall serve as non-voting Ex Officio members of the Business Board of Advisors.

### **§ 5. Vacancies During Terms of Office**

A vacancy of the Chair's position, for any reason will be automatically filled by Vice Chair. A Vacancy of the Vice Chair, Vice President of Corporate Policy, and Secretary positions shall be filled by appointment by the Chair. All members of the Board will be notified by the Chair, in writing or by electronic means, of the vacancy and the individual that has been designated to fill the position. Any person appointed to fill a vacant position shall serve until such time as the Board holds elections for the positions of Chair, Vice Chair, Vice President of Corporate Policy and Secretary.

### **§ 6. Removal from the Business Board of Advisors**

Any member of the Board may be removed, for cause, by a simple majority of the Business Board of Advisors at the recommendations of the Board's Chair or the NHCSL President and a simple majority approval of the Executive Committee, whenever, in their judgment, the best interests of the NHCSL will be served thereby.

## **ARTICLE IX - COMMITTEES, TASK FORCES AND REGIONS**

### **§ 1. Standing Committees**

The following are the standing committees of the NHCSL:

- Membership Committee
- Nominations Committee
- Bylaws Committee

### **§ 2. Special Committees**

The NHCSL President and/or Executive Committee may establish any other committees it deems appropriate. The NHCSL President shall appoint the Chair of all such committees, except as otherwise specified.

### **§ 3. Policy Task Forces**

The NHCSL Vice President for Public Policy oversees the policy task forces. The task forces include the following:



- Broadband & Technology
- Education
- Energy & Environment
- Immigration, Human & Civil Rights
- Latino Voting & Elections
- Law & Criminal Justice
- International Relations & Trade
- Business & Economic Development
- Health Care
- Labor & Workforce Development
- Banking, Affordable Housing & Credit
- Veterans & Military Affairs

Additional task forces could be appointed by the NHCSL President. The Chair of each policy task force is responsible for recommending Hispanic state legislators to the NHCSL President and the Vice President for Policy for appointment to the task forces. The President in consultation with the Vice President for Policy will appoint at least 3 task force members to serve a term simultaneous to that of the President.

The President may also appoint one member of the NHCSL Business Board of Advisors to serve as an ex officio member for each task force. The NHCSL staff will provide assistance to support the work of the task forces. Task force chairs will convene their members periodically with the assistance of the NHCSL staff to consider resolutions and make policy recommendations to the NHCSL President, Vice President for Policy, and the Executive Committee.

NHCSL Task Forces can be charged with the responsibility of studying issues and developing policy recommendations of particular significance to NHCSL and to the advancement of the Hispanic community. NHCSL members with particular areas of expertise may consider national policy issues and prepare recommendations related to Task Force interests.

#### **§ 4. Regions**

For all effects and purposes, as referred to in these Bylaws, the NHCSL shall be composed of four (4) geographic regions: East, South, Midwest and West and shall be comprised of the following states, commonwealths and territories:

- A. East Region
  - a. Connecticut
  - b. Delaware
  - c. Maine
  - d. Maryland
  - e. Massachusetts
  - f. New Hampshire
  - g. New Jersey
  - h. New York

- i. Pennsylvania
- j. Puerto Rico
- k. Rhode Island
- l. Vermont
- m. Virgin Islands

B. South

- a. Alabama
- b. Arkansas
- c. Florida
- d. Georgia
- e. Kentucky
- f. Louisiana
- g. Mississippi
- h. Missouri
- i. North Carolina
- j. Oklahoma
- k. South Carolina
- l. Tennessee
- m. Texas
- n. Virginia
- o. West Virginia

C. Midwest

- a. Illinois
- b. Indiana
- c. Iowa
- d. Kansas
- e. Michigan
- f. Minnesota
- g. Nebraska
- h. North Dakota
- i. Ohio
- j. South Dakota
- k. Wisconsin

D. West

- a. Alaska
- b. Arizona
- c. California
- d. Colorado
- e. Hawaii
- f. Idaho
- g. Montana
- h. Nevada
- i. New Mexico

- j. Oregon
- k. Utah
- l. Washington
- m. Wyoming

## **ARTICLE X – STAFFING**

The Executive Director must have the approval of the Officers to select, hire, or terminate full time staff and consultants. Approval by the Officers is also required in establishing salary or pay rates for staff.

The Executive Director will be compensated at a rate and with benefits established and approved by the Executive Committee.

The Officers shall establish written policies and procedures for the Executive Director and staff.

## **ARTICLE XI - ELECTIONS AND BALLOTING**

### **§1. Annual Elections**

The election of Officers of the Executive Committee shall be held every two (2) years at the regularly scheduled annual meeting of the NHCSL.

### **§ 2. Voting Rights**

Members in good standing, whose dues are paid in full, shall be eligible to vote for Officers, resolutions or other NHCSL business. Each full member shall be entitled to one vote. No proxy votes permitted. Regional Chairs shall be elected by a vote of the region, with each state/territory having one vote.

### **§ 3. Nominations**

The Nominations Committee shall consist of four (4) members, one from each region, and be appointed by the NHCSL President no later than 90 days prior to the annual meeting. The Nominations Committee shall solicit nominations for Officers from the NHCSL membership at least 60 days before the annual meeting. The Nominations Committee shall certify that all nominations are eligible under the current Bylaws requirements, ensuring compliance with NHCSL's commitments to regional representation and gender equality. All nominees shall be informed by email to the NHCSL Executive Director no later than 40 days before the annual meeting. The Executive Director shall then transmit the list of proposed nominees to the Nominations Committee for its evaluation. No later than 30 days before the annual meeting the complete list of nominations received, including the committee's eligible slate of candidates, and

any relevant biographical data on the nominees, shall be sent to membership. Nominations may not be placed from the floor for the election of NHCSL Officers.

#### **§ 4. Elections**

The election of NHCSL Officers shall take place at the annual meeting. Each Officer position is open for election every two years. Officers shall be elected in the following order: President-Elect, Vice President for Membership, Vice President for Public Policy, Secretary and Treasurer.

**Proviso:** For the 2019 election only, there will be an election for President, which will be elected without regard to region. Following the election of President, the members will elect the President-Elect, who must be from a different region than the person elected President. Unsuccessful candidates for President from a different region than the newly-elected President may also run for President-Elect, in addition to the declared candidates for President-Elect. This Proviso expires at the conclusion of the 2019 elections.

A majority vote of those Members in good standing present and voting at the annual meeting, with the proper quorum, shall constitute the election of the Officers NHCSL. The Nominations Committee shall, if requested, certify the eligibility of a Member to vote under the current Bylaws requirements. The Secretary will be responsible for notifying all NHCSL members of the election results. The notification shall be in writing within 30 days following the election.

## **ARTICLE XII - ADOPTING RESOLUTIONS**

### **COMMON PROCESS TO ALL RESOLUTIONS**

1. All resolutions presented to the NHCSL membership must have an NHCSL legislator as a sponsor. A proposed resolution must be submitted to the NHCSL Executive Director no less than forty-five (45) days from the date of the Executive Committee meeting in which it is meant to be considered.
2. Proposed resolutions shall first be assigned to a Task Force by the NHCSL Executive Director in consultation with the Vice President for Public Policy. When they are not in agreement as to what Task Force should evaluate a proposed resolution, the President shall make the final determination. Such Task Force may amend, reject or approve the proposed resolution. If the Task Force decides to recommend the proposed resolution to the Executive Committee, with or without amendments, the Chair of the Task Force, or the Vice-Chair if the Chair is not available, or a member of the Task Force if neither is available, shall present the recommended resolution at the meeting of the Executive Committee where the proposed resolution will be voted on.
3. The NHCSL staff shall prepare a thorough analysis of each timely proposed resolution, which analysis shall include a presentation of the background and issues involved with

such resolution; a summary of current legislative activity in Congress and relevant state legislatures, and a presentation of the impact such resolution may have on the current debate, along with recommendations for the Executive Committee to consider.

## **FINAL APPROVAL OPTIONS**

4a. Regular Process: The Executive Committee receives the report of the appropriate Task Force along with the backgrounder prepared by the NHCSL staff. regarding the proposed resolution. The Executive Committee may then amend, reject or approve the proposed resolution by a regular vote. If the Executive Committee decides to recommend the proposed resolution to the full membership, with or without amendments, the proponent and the Chair of the Task Force, or the Vice-Chair if the Chair is not available, or a member of the Task Force if neither is available, shall present the recommended resolution at the next Annual Meeting of NHCSL where the proposed resolution will be voted on. The President of NHCSL may appoint a Resolution Rules Committee to determine if the Annual Meeting will have the opportunity to amend a recommended resolution before voting upon it. In doing so, the Resolution Rules Committee shall consider the length and complexity of the Annual Meeting agenda, the complexity of the balancing of interests that the proponent, the Task Force and/or the Executive Committee did on the text of the proposed resolution, and any other reasonable criteria. The determination of the Resolution Rules Committee shall be final and unappealable. The affirmative vote of a majority of the members in good standing present and voting at the annual meeting of the NHCSL shall be required for the adoption of a resolution.

4b. Immediate Need Process: A majority of the Executive Committee resolves by motion and majority vote that the emergency resolution to be considered is of such immediate nature, that, should the Executive Committee not take up immediate consideration and vote on the subject resolution, the community on a whole may be harmed or the NHCSL may lose an important opportunity to impact a pressing legislative or societal issue. Should the Executive Committee resolve to consider such resolution under the Immediate Need Process then the sponsor(s) of such resolution (if present) and the Chair or Vice-Chair of the Task Force that evaluated the proposed Resolution shall speak on behalf of the resolution, and another legislator, as recognized or appointed by the NHCSL President may speak against such resolution prior to the Executive Committee taking up a vote. If the Executive Committee approves the Resolution with two thirds (2/3) majority of those present and voting, then the Resolution is considered adopted by NHCSL for all purposes.

A resolution that is tabled or postponed by majority vote in two consecutive meetings is considered dead.

## **ARTICLE XIII - ANNUAL AUDIT**

There shall be an independent audit of the NHCSL accounts and finances every two years before the annual meeting. The audit or review report shall be included in the Executive Director's report to the general membership given at the next annual meeting.

#### **ARTICLE XIV - LOCATION OF ACCOUNTS**

All funds of the NHCSL shall be deposited in accounts designated by the Executive Committee, the records of which are maintained at the address of the NHCSL's office as designated pursuant to ARTICLE I, Section 2. The movement of NHCSL funds by the Treasurer between designated accounts will be reported to the Executive Committee on a quarterly basis.

#### **ARTICLE XV – RECORDS**

Official records of the NHCSL accumulated by any member of the NHCSL shall be turned over to the Secretary at appropriate intervals and/or at the call of the Secretary and shall be maintained at the official address of the NHCSL as designated pursuant to Article I, Section 2.

#### **ARTICLE XVI - NHCSL REPRESENTATION**

Any NHCSL member in good standing, other than a member of the Executive Committee, who desires to represent or has been requested to represent the NHCSL on any governing board or as a member of any other organization, shall make such request in writing to the NHCSL President. The request shall state the organization he/she will represent on behalf of NHCSL and its capacity. The Executive Committee shall review the request and determine the appropriateness of the request. Further, any NHCSL member who receives an invitation to address an organization, conduct a media interview, or represent NHCSL in any matter, shall contact the President or President-Elect, in the President's absence, to request approval or disapproval of this particular request. The President or President-Elect shall review the request, determine the appropriateness of the request, and approve or deny the request. The NHCSL President shall notify the member in writing or by other electronic means of his/her approval or disapproval. This determination shall be based upon what the NHCSL President and/or Executive Committee considers in the best interests of the NHCSL.

If the request to represent the NHCSL is approved, the member representing the NHCSL must provide to the Executive Director a brief summary after any meeting of the organization on which he/she is a NHCSL representative. The NHCSL representative must prepare a brief written report on said organization's activities, positions, and other significant concerns on an annual basis. The annual report of the organization shall also be submitted to the Executive Director, as it becomes available to the NHCSL representative.

The Executive Director shall report on a timely basis to the NHCSL President any immediate issues of concern raised by the NHCSL representative or as derived from the minutes of said organization. At each meeting of the Executive Committee, the Executive Director shall present a brief oral review of the activities of the organizations on which NHCSL is represented.

The Executive Committee may withdraw approval for such representation at any time. Further, the withdrawal of such representation is automatic if the membership of the member representing NHCSL lapses.

## **ARTICLE XVII- EQUAL OPPORTUNITY**

### **§ 1. Equal opportunity employer**

The NHCSL is fully committed to equal and fair employment opportunities for all persons applying to and working within the NHCSL. Employees shall be recruited, hired, and promoted based upon their individual merit without regard to race, color, creed, ancestry, sex, physical or mental disabilities, age, marital status, political affiliation or national origin.

## **ARTICLE XVIII- DISSOLUTION**

### **§ 1. Dissolution**

If the NHCSL is dissolved or is converted from a nonprofit status, all assets and net earnings shall be disbursed to another tax-exempt organization as defined in the Internal Revenue Code Section 501 (c)(3) as amended. No NHCSL member, officer, employee or otherwise shall profit from the distribution of these assets or net earnings.

## **ARTICLE XIX - FISCAL YEAR & FINANCIAL MANAGEMENT**

### **§ 1. Fiscal Year**

The fiscal year of the NHCSL shall be the calendar year unless otherwise determined by resolution of the NHCSL Executive Committee.

### **§ 2. Financial Management**

NHCSL shall hold no less than one (1) year's operating expenses in reserve at any given time.

## **ARTICLE XX - REPORTS AND PUBLICATIONS**

### **§ 1. Annual Reports**

The NHCSL shall, no later than four (4) months after the close of a fiscal year, send to each Full Member then listed on the books and in good standing, a financial statement including a balance sheet (as of the end of said prior fiscal year) and a profit and loss statement (for the entire prior fiscal year), prepared and certified by a certified public accountant.

### **§ 2. Bi-Lingual Publications**

The NHCSL Strategic Plan and these Articles shall be printed in both English and Spanish. The NHCSL President shall instruct the NHCSL Executive Director as to what other reports, documents, correspondence, etc. shall be printed in English and/or Spanish.

## **ARTICLE XXI - AMENDMENTS TO BYLAWS**

### **§ 1. Amendment of Bylaws**

The initial amendments to these Articles became effective upon their adoption by the NHCSL Steering Committee on May 14, 1999.

Additional Amendments to these Articles became effective upon vote by the Executive Committee on July 21, 2003 and December 7, 2003 and were adopted by the NHCSL membership at the Annual Meeting on July 18, 2004.

Additional amendments to the Articles became effective upon vote by the Executive Committee on July 28, 2010 and were adopted by NHCSL Membership at the Annual Meeting on November 13, 2010.

Further amendments became effective on [Month] [Day], [Year] by vote of the Executive Committee.

Further proposals for the amendment or repeal of these Articles may be made by the Executive Committee or by any full member of the NHCSL by submitting a written request to the Chairperson of the Bylaws Committee, which specifies the changes proposed. All such proposals shall be considered by the membership at the annual meeting of the voting members.

If notice of such proposed changes has been sent in writing to, the members at least 30 days in advance of the meeting, these Articles may be amended or repealed by a two thirds vote of the Members present and voting. If notice of such proposed changes has not been sent in writing to



the Members 30 days in advance of the meeting these articles may be amended or repealed only by a three-fourths vote of Members present and voting.

## **ADDENDUM: Operating Procedures**

### **Statements or Letters of Support**

The following procedures should be observed for NHCSL statements or letters of support on public policy issues:

The NHCSL President, the Vice President of Public Policy, and the Executive Director shall evaluate all requests seeking NHCSL support. The President and Vice President of Public Policy shall confer with the Executive Director and at their discretion, approve letters or public statements of support that are aligned with the mission of NHCSL.

For issues that may be divisive or not clearly germane to the NHCSL mission, the President will convene a meeting of the Executive Committee or conduct a teleconference to decide the matter.

### **Choosing Appropriate Issues**

It is the policy of NHCSL that the organization may make statements on public issues directly affecting the improvement and advancement of the Hispanic community. NHCSL concerns itself with public policy issues, which are of direct interest to its membership and to the mission of NHCSL. It does not, however, take positions on issues which are so broad and so general that, while they concern all Americans, one would not normally look to a Hispanic advocacy organization as a primary source of expertise in the areas involved. Obviously, these distinctions are not clear-cut. The primary consideration as to whether NHCSL should take a position will be a determination as to whether the issue is fundamental to the mission of NHCSL.

### **Researching and Developing Positions**

NHCSL Task Forces can be charged with the responsibility of studying issues and developing policy recommendations of particular significance to NHCSL and to the advancement of the Hispanic community. NHCSL members with particular areas of expertise may consider national policy issues and prepare recommendations related to Task Force interests.