

# **HISPANICS OF LAKE COUNTY ASSOCIATION, INC BYLAWS**

## **ARTICLE I: NAME**

**SECTION 1:** The name of the organization shall be “Hispanics of Lake County Association.” The official acronym of this association shall be HOLCA.

## **ARTICLE II: DURATION**

**SECTION 1:** The period of said organization shall be perpetual.

## **ARTICLE III: PURPOSE**

**SECTION 1:** Hispanics of Lake County Association, Inc. is organized exclusively for charitable, religious, educational and scientific purposes, more specifically exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**SECTION 2:** The Hispanics of Lake County Association strives to become Lake County’s center of engagement to serve the needs of the Hispanic/Latine community. The mission of HOLCA is to serve as Lake County’s center for Hispanic/Latine community engagement through workforce development, humanitarian outreach, and multicultural awareness.

**SECTION 3:** No substantial part of the activities of said Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the Association shall not carry on any other activities not permitted to be carried on

(a) by an Association exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or

(b) by an Association, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

## **ARTICLE IV: BOARD OF DIRECTORS**

**SECTION 1:** The Board is responsible for overall policy and direction of said Association, and delegates responsibility for day-to-day operations to executive committees and related members. The Board shall have up to thirteen Directors, not fewer than three. The board receives no compensation other than reasonable expenses.

**SECTION 2:** The Board shall meet at least once a month at an agreed upon time and place.

**SECTION 3:** A quorum must be attended by at least fifty percent of the Board members before business can be transacted or motions made or passed.

- (a) A majority of board members constitutes a quorum.
- (b) In absence of a quorum, no formal action shall be taken except to adjourn the meeting to a subsequent date.
- (c) Passage of a motion requires a simple majority (i.e., one more than half the members present).

**SECTION 4:** An official Board meeting requires that each Board member have notice at least one week in advance.

**SECTION 5:** The Board shall consist of a nine-member executive committee. The executive committee consists of the President, Past President, Treasurer, Secretary, Legal Counsel, CISO & Technology Director, Marketing Director, Volunteer Director, and Culture Director. The executive committee consists of a five-member executive board. The executive board consists of the President, Past President, Treasurer, Secretary, and Legal Counsel. The duties are as follows:

The **President** shall exercise personal leadership in the motivation of other officers, board members, committee chairs, committee members, and membership, and influence the establishment of goals and objectives for the organization during the term of office. He/She shall act as spokesperson and inspirational leader, and shall work in partnership with the Executive Director. The President serves as a voting member of the Executive Committee and Board of Directors.

- (a) Presides at and attends all meetings of the members, Board of Directors and Executive Committee. Coordinates agenda material with the Executive Director.
- (b) In concert with the Executive Director, sees that the Board of Directors, Executive Committee, and officers are kept fully informed on the conditions and operations of the organization.
- (c) Works with the Executive Director to see that basic policies and programs designed to further the goals and objectives of the Association are planned, formulated, presented to the Board of Directors, and executed following Board approval.
- (d) Appoints the chairs of any temporary, ad hoc committees, outlines the purpose and duties of these committees and task forces, and monitors progress.
- (e) Supports and defends policies and programs adopted by the membership, Board of Directors and Executive Committee.

(f) Promotes interest and active participation in the Association on the part of the membership and reports activities of the Board to members by means of letters, publications or speeches.

(g) With the Executive Director, acts as a spokesperson for the Association to the press, the public, legislative bodies, and related organizations.

(h) Exercises general supervision over the work and activities of the Board, Executive Committee and other committees.

(i) Exercises general supervision over the work and activities of the Board, Executive Committee and other committees.

(j) In cooperation with the Executive Director, sees that all orders and resolutions of the Board of Directors are carried into effect.

The **Treasurer** is a key voting member of the Executive Committee and assists the President in the performance of his/her duties. Ensures the integrity of the fiscal affairs of the Association.

(a) Serves as member of the Board of Directors and Executive Committee.

(b) Serves third in line in the capacity of President in the absence of the President and Past President, including all powers and duties assigned.

(c) In conjunction with the Executive Director, ensures that the Association maintains accurate financial records.

(d) In conjunction with management staff, reviews Association expenditures and financial status on a regular basis to ensure overall fiscal integrity.

(e) Ensures that regular financial reports are submitted to the Board of Directors and Executive Committee and presents an annual financial report to the membership.

(f) Submits the financial accounts of the Association to an annual independent audit.

(g) Performs other duties assigned by the President or Board of Directors, which may include serving as chair or member of other committees.

The **Secretary** is a key voting member of the Executive Committee and assists the President in the performance of his/her duties. The Secretary is the official “keeper of the records”.

(a) Serves as member of the Board of Directors and Executive Committee.

(b) Attends all meetings of the members of the Association, Board of Directors and Executive Committee and ensures that attendance, votes and proceedings of the meetings are recorded and maintained in the permanent records of the organization.

(c) Conducts roll call of Membership, Board of Directors and Executive Committee meetings for the official records and to establish the presence of a quorum.

(d) Ensures that copies of the minutes of the Board meetings and Executive Committee meetings are approved by those bodies and provided to the officers and directors as appropriate.

(e) Serves as organization historian, maintaining accurate records on file and easily accessible to provide upon request.

(f) In the absence of Legal Counsel, serves as Parliamentarian to maintain order by being knowledgeable of all organizational bylaws and meeting procedures.

(g) Performs such other duties and assumes such responsibilities as may be assigned by the President or Board of Directors.

The **Legal Counsel** position provides legal services to the Board of Directors on all matters affecting the operation of the Association. The Legal Counsel serves as a voting member of the Executive Committee and Board of Directors.

(a) Provides legal advice to the Board of Directors on all matters affecting the operation of the Association.

(b) Investigates legal problems and makes recommendations.

(c) Collaborates with Treasurer to ensure that all local, state, and federal requirements are met and reports are submitted on time.

(d) Represents or provides the representation for the Association in all legal and administrative proceedings including arbitrations, mediations, and other proceedings.

(e) Recommends the hiring of outside counsel as necessary.

(f) Serves as Parliamentarian of the Association by being knowledgeable of all organization bylaws and meeting procedures, providing guidance as necessary to adhere to stated rules.

The **Past President** position is that of advisor to and diplomat for the Association to provide a stable transition between leadership. The Past President serves as a voting member of the Executive Committee and Board of Directors.

- (a) Reports to the acting President of the Association while serving in an advising capacity.
- (b) Serves second in line in the capacity of President in the absence of the Association President, including all powers and duties assigned.
- (c) Oversees special projects of the Association.
- (d) Supports and defends policies and programs adopted by the membership, Board of Directors and Executive Committee.
- (e) Promotes interest and active participation in the Association on the part of the membership.
- (f) Assumes a key role in the orientation and transition of the new President of the Association.

The **Marketing Director** is a voting member of the Executive Committee that supports all marketing activities of the Association.

- (a) Leads the marketing committee in efforts to advance marketing efforts of the organization, including recruitment of volunteers with the skills to complete the tasks.
- (b) Oversees brand management of organization name and logo.
- (c) Develops marketing campaigns to increase organization awareness within the community.
- (d) Designs flyers and other marketing materials to be used in marketing campaigns.
- (e) Assists with press releases, social media outreach, and communication with external stakeholders.
- (f) Conducts market research, including regular review of marketing analytics to improve marketing strategies and outreach.

The **CISO & Technology Director** is a voting member of the Executive Committee that supports all informational and technological needs of the Association.

(a) Leads the technology committee to provide informational and technological support to the organization, including recruitment of volunteers with the skills to complete the tasks.

(b) Develops, maintains, and updates the HOLCA website and other related digital resources with accurate and up-to-date information.

(c) Regularly seeks and pursues creative solutions to increase organizational efficiency using technology.

(d) Researches and stays up-to-date on technological tools, apps, software, and products and makes recommendations to the board for adoption of new technologies or practices.

(e) Works with Marketing Director to develop cost-effective digital marketing tools for outreach and awareness purposes.

(f) Provides general technical support during meetings, events, and programs.

(g) Security principles and practices; safeguards, building secure systems and security procedures for information systems; of the organization, corporate/industry security information, goals, objectives, and policies and procedures; laws and regulations related to Health Insurance Portability Accountability Act (HIPAA), Gramm-Leach Bliley (GLB) Act, Communications Assistance for Law Enforcement Act (CALEA), and Payment Card Industry (PCI); current and developing information technology services, industry information technology, impact on processes, business continuity planning, auditing, and risk management requirements.

(h) Working with all business units to determine possible risks and risk management processes.

(i) Business development planning and acquiring the correct technology.

(j) Analyzing IT security threats in real-time and mitigating these threats.

(k) Ensuring that newly acquired technology complies with the IT security regulations.

(l) Planning, designing, and implementing an IT and network strategy for the company.

(m) Managing the continuous maintenance of the IT network to ensuring optimum security levels are maintained.

(n) Sourcing the necessary hardware and software to implement the IT strategy and negotiating contracts.

(o) Ensuring that no internal breaches or misuse of data take place.

(p) Determining the cause of internal and external data breaches and instituting appropriate corrective action.

(o) Presenting regular feedback reports on IT network security to the President and other Board Directors.

The **Volunteering Director** is a voting member of the Executive Committee that supports all volunteering activities of the Association.

(a) Leads the volunteering committee to develop opportunities for volunteer support in the organization, including recruitment of volunteers with the skills to complete the tasks.

(b) Identifies, recruits, trains, and rewards volunteers involved with HOLCA programs.

(c) Maintains an accurate list of active volunteers in the organization.

(d) Supervises volunteers at public events in collaboration with the Executive Director.

(e) Develops regular incentives and programming specifically-designed for HOLCA volunteers.

The **Culture Director** is a voting member of the Executive Committee that supports all cultural activities of the Association. As a Hispanic-serving organization, the Culture Director promotes a supportive and inclusive environment for all members.

(a) Leads the culture committee in efforts to advance cultural efforts of the organization, including recruitment of volunteers with the skills to complete the tasks.

(b) Stays up-to-date on all Hispanic cultural activities in the area and promotes them to HOLCA members and the general public.

(c) Provides outreach to the local Hispanic community and conducts interviews, surveys, and focus groups to learn about the Hispanic cultural diversity represented in Lake County.

(d) Provides professional development opportunities to the Executive Committee, Board of Directors, volunteers, and community relating to best practices of creating an inclusive culture.

(e) Collaborates with Marketing Director to promote local Hispanic individuals, businesses, events, and organizations through newsletters, emails, and awards.

(f) Ensures that the spirit of HOLCA's mission to serve the Hispanic community is maintained in all meetings, discussions, programs, and expenses.

**SECTION 6:** Election of new directors or election of current directors to a second term will occur as the first item of business at the annual meeting of said organization. Directors will be elected by a majority vote of the current directors.

**SECTION 7:** All Board members shall serve two-year terms, but are eligible for re-election.

**SECTION 8:** Elections will take place annually, with half of all board positions available for elections on alternating years.

(a) The Treasurer, Legal counsel, Marketing Director, and Culture Director positions will be available for election in the same year.

(b) The President, Secretary, CISO & Technology Director, and Volunteer Director positions will be available for election in the same year.

**SECTION 9:** When a mid-term vacancy on the Board exists, nominations for new members may be received from present Board members and submitted to the Secretary two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the particular Board member's term.

**SECTION 10:** Resignation from the Board must be in writing and received by the Secretary. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors.

**SECTION 11:** Special meetings of the Board shall be called upon the request of President, Legal Counsel, Treasurer, and/or one-third of the Board. Notices of special meetings shall be sent out by the Secretary to each Board member one week in advance.

**SECTION 12:** Any member of the board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself and will vacate his/her seat and refrain from discussion and voting on said item.



**SECTION 13:** Board members are expected to attend all Board meetings throughout the year. In the event of an unforeseen complication that prevents meeting attendance, Board member should attempt to notify the President at earliest convenience.

(a) If a Board member cannot attend a meeting, notifying the President at least 4 hours in advance of the meeting is considered an excused absence. If the President cannot attend, he/she must notify the Secretary at least 4 hours in advance of the meeting.

(b) If a Board member does not notify of their absence at least 4 hours in advance (barring unforeseen emergencies), it will be considered an unexcused absence.

(c) A Board member with two unexcused absences in a fiscal year will receive a warning of their attendance. A Board member with three unexcused absences in a fiscal year will be removed from the Board.

(d) Board meeting attendance is crucial for Association operation. If a Board member has conflicts with more than half of all meetings in a fiscal year (published in advance), they are encouraged to vacate the position to give the opportunity to someone who is available. The Board may vote to remove a Board member who is unable to fulfill his or her duties.

**SECTION 14:** All Board members are expected to provide an annual financial contribution to the Association. The amount contributed is at the discretion of the Board member.

## **ARTICLE V: COMMITTEES**

**SECTION 1:** There are two types of committees: Standing committees and special committees.

(a) Standing committees are permanent committees of the Association, led by the following standing committee chairs: Marketing Director, CISO & Technology Director, Volunteering Director, and Culture Director. Each Director may appoint members to a committee with advice of the Board.

(b) The Board may create temporary, special committees as necessary, such as fundraising committee, finance committee, etc. Members and chairs are appointed to the Special Committee by the President or designee and supervised by the Executive Director.

## **ARTICLE VI: MANAGERIAL STAFF**

**SECTION 1:** The **Executive Director** is the key management leader of HOLCA. The Executive Director is responsible for overseeing the administration, programs and strategic plan of the organization. Other key duties include fundraising, marketing, and community

outreach. The position reports directly to the Board of Directors. The following are the responsibilities of the Executive Director.

(a) **Board Governance:** Works with the Board in order to fulfill the organization mission.

(b) **Financial Performance and Visibility:** Develops resources sufficient to ensure the financial health of the organization.

(c) **Organization Mission and Strategy:** Works with the Board and staff to ensure that the mission is fulfilled through programs, strategic planning, and community outreach.

(d) **Organization Operations:** Oversees and implements resources to ensure that the operations of the organization are appropriate.

**SECTION 2:** The Executive Director, under advice and consent of the Board, may hire additional staff to assist with the day-to-day operations of the organization.

**SECTION 3:** The Board of Directors shall evaluate the performance of the Executive Director at least annually using agreed-upon performance measures. The Board may vote by simple majority to implement, amend, or remove Executive Director compensation in the form of a salary and benefits to best meet the needs of the Association. The Executive Director must be notified at least sixty days in advance if compensation or benefits are expected to be decreased or removed, or until the end of a signed contract term, whichever occurs later.

**SECTION 4:** In the absence of an Executive Director, the day-to-day operations of the Association shall be divided among the Board of Directors.

## **ARTICLE VII: MEMBERSHIP**

**SECTION 1:** There are several membership levels as part of the HOLCA organization: Community Ambassadors, Junior Ambassadors, and Associate Members.

(a) **Community Ambassadors:** Community Ambassadors are full members of the organization. Eligibility for Community Ambassador involves attendance of HOLCA meetings, membership in at least one committee (special or standing), and participation in or volunteering in at least one HOLCA event per year. Community Ambassadors have voting privileges in HOLCA-related ballot measures.

(b) **Junior Ambassadors:** Junior Ambassadors are a special classification of Community Ambassadors for minors under 18 years of age. This training program allows for mentorship while allowing minors to participate in committees and volunteer opportunities in the Association. Eligibility requirements are the same

as Community Ambassadors. Junior Ambassadors have voting privileges in HOLCA-related ballot measures.

(c) **Associate Members:** Associate Members consist of anyone in the community who participates in any HOLCA-related function or visits the HOLCA office and provides their contact information. There are no eligibility requirements to maintain membership as an Associate Member. Associate Members do not have voting privileges in HOLCA-related ballot measures.

**SECTION 2:** Membership dues, if applicable, are to be discussed and set by the Board on an annual basis. Changes to membership dues must be approved with a majority vote of the board.

### **ARTICLE VIII: FISCAL YEAR**

**SECTION 1:** The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to the membership, Board members and the public.

### **ARTICLE IX: LEGAL AND FINANCES**

**SECTION 1 – CORPORATE ACTS:** The President shall have the authority to sign, execute and acknowledge on behalf of the Association contracts, leases, reports, and all other documents of the Association's regular business or which shall be authorized by resolution of the Executive Committee. The Legal Counsel and Treasurer are authorized and empowered to sign in attestation all documents so signed, and to verify and issue copies of any such document and of any resolution adopted by the Executive Committee.

**SECTION 2 – LOANS:** No funded indebtedness shall be contracted on behalf of the Association and no evidences of such indebtedness shall be issued in its name unless authorized by a quorum of the Executive Committee. Such authority may be general or confined to specific instances.

**SECTION 3 – DEPOSITS:** All funds of said Association, not otherwise employed, shall be deposited from time to time to the credit of the Association in such banks, savings and loan associations, trust companies or other depositories as the Executive Committee may select.

**SECTION 4 – SIGNATURE ON CHECKS:** The authorized officers to sign checks are the President, Legal Counsel, and Treasurer.

**SECTION 5 – INVESTING:** The funds of said Association may be attained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, or stocks, bonds, or other securities as the Executive Committee may deem desirable, and shall not conflict with these Bylaws.

**SECTION 6 – EXCLUSION:** No contracts of said Association are to be entered into, no monies of the Association shall be deposited in, and no investments of the Association shall

be invested in banks, depositories, organizations, companies, businesses, or institutions that are inconsistent with the purposes of these Bylaws.

#### **ARTICLE X: CHANGES IN BYLAWS**

**SECTION 1:** These Bylaws may be amended at any meeting of the Executive Committee by a majority affirmative vote of a present quorum of the Executive Committee. Any amendment or amendments shall be sent to all affiliates of no less than two weeks duration prior to the meeting at which the amendment or amendments are to be voted upon.

#### **ARTICLE XI: DISTRIBUTION OF EARNINGS**

**SECTION 1:** No part of the net earnings of said organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

#### **ARTICLE XII: DISTRIBUTION OF ASSETS UPON DISSOLUTION**

**SECTION 1:** Upon the dissolution of said organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

