**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** - **MISSION:** 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** - **INTRODUCTION:**  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. This includes up to five members of the Executive Committee and up to eight at-large Board Directors. The board receives no compensation other than reasonable expenses.

**SECTION 2** - **BOARD MEMBER REQUIREMENTS:** All Board members must meet the following requirements:

(a) Reside in and/or regularly do business in Lake County.

(b) Attend all Board meetings as outlined in Sections 3 to 7 below.

(c) Provide annual resources in the form of funding or time. Board members may choose one of the following:

1. An annual donation of $250. Payment may be made in full or through monthly installments. If choosing this option, full payment or first installment must be submitted within 60 days of formal board placement.
2. Secure at least $500 in sponsorships. This can be from Board member’s employer or any other entity that directly attributes sponsorship to Board member and may be split through multiple sponsors. An organizational membership fee qualifies towards the sponsorship amount if directly related to Board member’s effort or employment. Sponsorships must be secured within six months or Board member must select Option 1 or 3.
3. Complete 40 hours of service towards the organization per year, which averages to about 3.3 hours per month, including board meetings. If choosing this option, Board member must keep track of their hours attending meetings and events, engaging in projects and tasks, and performing outreach for the organization. Completed hours must be sent to the Governance Officer monthly to track total hours completed.

The President, in collaboration with the Governance Officer, will be in charge of tracking and ensuring Board member annual requirements are being met.

**SECTION 3** **- MEETING EXPECTATIONS:** The Board shall meet at least once a month at an agreed upon time and place. All board members are expected to attend board meetings and follow attendance procedures outlined in Section 7 if they cannot attend.

**SECTION 4** - **QUORUM:** 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 5 - MEETING NOTICE:** An official Board meeting requires that each Board member have notice at least one week in advance.

**SECTION 6 – SPECIAL MEETINGS:** Special meetings of the Board shall be called upon the request of President, Governance Officer, Finance Officer, and/or one-third of the Board. Notices of special meetings shall be sent out by the Governance Officer to each Board member one week in advance.

**SECTION 7 – ATTENDANCE POLICY:** 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 Governance Officer at earliest convenience.

(a) If a Board member cannot attend a meeting, notifying the Governance Officer, in writing, at least 4 hours in advance of the meeting is considered an excused absence. If the Governance Officer cannot attend, he/she must notify the President 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 who accumulates two unexcused absences in a fiscal year will receive a notification of their attendance record that includes the two unexcused absences. A Board member who accumulates three unexcused absences in a fiscal year will be removed from the Board.

(d) Board meeting attendance is crucial for Association operation. While there is no hard limit to excused absences, 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 8 - EXECUTIVE COMMITTEE POSITION DESCRIPTIONS:** The Board shall consist of a four-member executive committee. The executive committee consists of the President, Past President, Finance Officer, and Governance Officer. 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 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 volunteers 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) In cooperation with the Executive Director, sees that all orders and resolutions of the Board of Directors are carried into effect.

The **Finance Officer** 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 as the organization’s primary financial representative.

(a) Serves as the primary financial representative of the organization, ensuring the financial health of the nonprofit and adherence to state and federal financial requirements.

(b) Serves as a primary account holder at the organization’s chosen financial institution and may sign off on any payments made internally or externally along with managerial self.

(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. This can be done through a third party or internal management staff as necessary.

(f) Serves in the capacity of President in the absence of the President, including all powers and duties assigned.

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

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

(a) Serves as the primary administrative representative of the organization, ensuring that all actions by the organizations adhere to its Bylaws and any other internal controls set in place.

(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) Serves as Parliamentarian to maintain order by being knowledgeable of all organizational bylaws and meeting procedures.

(g) Serves third in line in the capacity of President in the absence of the President and Finance Officer, including all powers and duties assigned.

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

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 dues 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.

(g) Serves fifth in line in the capacity of President in the absence of the President, Finance Officer, and Governance Officer, or at any point deemed necessary by the President or a majority vote of the Board of Directors, including all powers and duties assigned.

**SECTION 9 – BOARD DIRECTOR POSITION DESCRIPTIONS:** The Board of Directors shall consist of up to four members of the Executive Committee and up to nine Board Directors, for a grand total of up to 13 members of the Board of Directors. The full board may be collectively known as “Board of Directors”, “The Board”, or “Board Members”.

The **Board Director** is an at-large voting member of the Board of Directors that supports the mission of the organization through outreach, advocacy, and financial support. The number of Board Director positions may vary by year with a maximum number of positions not to exceed the amount stated in the paragraph above.

(a) Attends all Board meetings to set the strategic direction of the organization, including proposing and voting on relevant measures.

(b) Promotes and advocates for the organization to build collaborations and support from the surrounding community at local events and business functions.

(c) Secures sponsorships and other forms of fiscal support from individuals, businesses, and other organizations.

(d) Applies any special skills or training to assist the organization in areas including, but not limited to: fundraising, marketing, website design, event planning, legal aid, professional development, business development, etc.

(e) Communicates with Governance Officer and President if unable to perform duties during busy periods.

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

**SECTION 10 - TERMS AND TERM LIMITS:** All Board members shall serve two-year terms, but are eligible for re-election. A Board member may serve up to three full terms, or six years. The only exception is the Past President, who may only serve one term following their last term as Board President.

A Board member who joins mid-term to replace a vacated seat shall not have the term count against the three-term limit.

**SECTION 11 - BOARD ELECTIONS:** Election of new directors or election of current directors to a successive 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 board members. Board members, at their discretion by majority vote, may open up Board election voting to Community Ambassadors in good standing.

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

(a) The Finance Officer, Governance Officer, and odd-numbered Board Director positions will be available for election in the same year.

(b) The President and even-numbered Board Director positions will be available for election in the same year.

**SECTION 12 - BOARD VACANCIES:** When a mid-term vacancy on the Board exists, nominations for new members may be received from present Board members and submitted to the Governance Officer 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. Vacancies filled mid-term shall not count towards the Board member’s three-term limit.

**SECTION 13 - RESIGNATION:** Resignation from the Board must be in writing and received by the Governance Officer. A Board member may be removed for not fulfilling their duties or other legitimate reasons by a three-fourths vote of the remaining Board members.

**SECTION 14 – CONFLICT OF INTEREST:** 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.

**ARTICLE V: COMMITTEES**

**SECTION 1**: The Board may create temporary, special committees as necessary, such as fundraising committee, finance committee, outreach committee, etc. Members and committee chairs are appointed to the Special Committee by the President or designee and supervised by the Executive Director.

Committee Chairs may attend Board meetings to provide updates and suggestions for organizational governance. Committee Chairs may not vote on Board motions as they are not elected members of the Board.

**ARTICLE VI: MANAGERIAL STAFF**

**SECTION 1 – EXECUTIVE DIRECTOR:** 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 – ADDITIONAL STAFF**: 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 – PERFORMANCE EVALUATIONS**: 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 – EXECUTIVE DIRECTOR VACANCY:** 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: Organizational Members, Community Ambassadors, and Junior Ambassadors.

(a) **Organizational Members:** Organizational Members consist of businesses, nonprofit organizations, or other community groups that pay an annual membership fee to become a member of HOLCA. The membership levels vary in fees and benefits, and may be adjusted by the Board of Directors as necessary. Organizational membership includes discounts and free tickets to HOLCA events, waived Community Ambassador fee for employees, and acknowledgement of the organization’s support of HOLCA through digital and physical media.

(a) **Community Ambassadors:** Community Ambassadors are full members and volunteers of the organization. Eligibility for Community Ambassador involves attendance of HOLCA Community Ambassador meetings, serving as a HOLCA Community Connector and Case Manager, assisting with administrative functions and projects, and attend local events representing HOLCA. 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.

**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 Finance Officer is 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, Finance Officer, and Executive Director.

**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 DISOLUTION**

**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.