

**BYLAWS  
OF  
LATINA AND LATINO CRITICAL LEGAL THEORY, INC.  
(LATCRIT, INC.)  
A FLORIDA NOT-FOR-PROFIT CORPORATION**

**ARTICLE 1  
Name, Seal, and Offices**

1.1 **Name.** The name of this corporation is LATINA AND LATINO CRITICAL LEGAL THEORY, INC [LATCRIT, INC.] (hereinafter referred to as the "Corporation").

1.2 **Seal.** The seal shall be circular in form. The outer ring of the circle shall be delimited by the words LATINA AND LATINO CRITICAL LEGAL THEORY, INC. (LATCRIT, INC.) and the words "Corporation Not For Profit 1999 Florida" shall appear as an internal circle. The Board of Directors may change the form of the seal or the inscription thereon at any time.

1.3 **Offices.** The principal office of the Corporation shall be in the State of Florida. The principal office and mailing address of the Corporation shall be c/o Professor Francisco Valdes, Center for Hispanic and Caribbean Legal Studies, University of Miami School of Law, 1311 Miller Drive, Suite 369, Coral Gables, Florida 33146 or at such other location as may be appointed by resolution of the Board of Directors. The Corporation also may have offices at such other places within and outside the State of Florida as the Board of Directors may from time to time determine.

**1.4 General Purposes**

(a) To function as a not-for-profit corporation organized under Chapter 617, Florida Statutes. It is not organized for the private gain of any person;

(b) To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations;

**1.5 Specific Purposes**

The specific purposes of this Corporation are to foster the development of Latina and Latino Critical Legal Theory [hereinafter referred to as "LatCrit"], to promote the dissemination LatCrit scholarship and to facilitate and enable the growth and further consolidation of the LatCrit movement as a network of legal and interdisciplinary scholars, public interest lawyers and non-governmental organizations committed to the values of anti-subordination and inter-group and intra-group justice, both domestically and internationally, by engaging in the following activities:

- (a) organizing conferences, workshops, symposia and other similar programs and events to promote substantive analysis and discussion of law, community and justice from a LatCrit perspective
- (b) fostering interdisciplinary and international participation and perspectives within all LatCrit sponsored programs
- (c) promoting original research, field work and data collection on matters deemed particularly relevant to the substantive development of Latcrit theory.
- (d) publishing or otherwise promoting publication and dissemination of the findings, conclusions and results of the fieldwork and research projects conducted to advance the development of Latcrit theory
- (e) conducting, collaborating and intervening in any appropriate law reform project or litigation of particular relevance to the stated purposes of LatCrit, Inc., except as prohibited by any applicable laws of the United States or of the State of Florida, or by any provision of the By-laws or Articles of Incorporation of this Corporation.

## ARTICLE 2 Members

2.1 Members. Any individual who shall support the purposes of the Corporation as stated in 1.1, 1.4 and 1.5 of these Bylaws and in 1.3 of the Articles of Incorporation may join the corporation as provided in this Article. There shall be two classes of Members: Voting Members and Associate Members.

(a) Voting Members. Only Members of the Board of Directors may be Voting Members of the Corporation.

(b) Associate Members. An Associate Member shall be a member without voting rights. The rights and obligations of Associate Members shall be as the Board may establish by resolution.

## ARTICLE 3 **Board of Directors**

**3.1 Powers.** The business and property of the Corporation shall be managed and controlled by the Board of Directors (hereinafter called the "Directors" and collectively as the "Board"), which shall initially consist of five (5) Members of the Corporation. All corporate powers shall be vested in the Board, except those that are otherwise provided for in the Articles of Incorporation, these Bylaws or the laws of the State of Florida. The Board, by resolution, may delegate to committees or Officers of the Corporation such powers as it may see fit.

3.2 Election of Board Members. The Directors named in the Articles of Incorporation (the "Initial Directors") shall serve for a period of one (1) year following the first Annual Meeting of the Corporation, which term is renewable by a majority vote of the Board for no more than one (1) additional year. Subsequently, all Board Members shall be elected by majority vote of the Board at the Annual Meeting of the Board to serve for a period of three (3) years, with the exception of the first Board of Directors, whose terms shall be staggered in such manner as the Board of Initial Directors shall provide by resolution duly adopted. There are no limitations on the number of terms an individual may serve on the Board.

3.3 Increasing the Size of the Board. The number of Directors may be increased at any time by an affirmative vote of a two-thirds (2/3) majority of the Board. The Board may, by a majority vote, appoint a new Director to fill any position left vacant by resignation, removal or incapacity or to fill any newly created position. Any new Director appointed pursuant to this provision shall serve until the next Annual Meeting of the Board, at which time she or he may stand for election for a three (3) year term.

3.3 Qualification and Nomination. Any person of legal capacity who has attended or participated in at least two LatCrit Conferences and who makes a commitment to further the stated purposes of the Corporation may hold a position as a member of the Board. Individuals may be nominated by any Director to serve on the Board. Nominations shall be presented to the Secretary for distribution to the Board in time for inclusion in the notice for the Annual Meeting pursuant to y[ 3.9.

3.4 Resignation. Any Director may resign at any time by giving written notice of such resignation to the Board.

3.5 Removal. Any Director may be removed from office for cause as provided in 13.5(a) or for failure to attend two (2) consecutive annual meetings or three (3) consecutive regular meetings of the Board as provided in 9[ 3.5(b):

(a) Removal for Cause. A Director shall be removed for cause only for malfeasance, misfeasance or nonfeasance in office, which endangers the functions of the Corporation:

(i) Any Director may request the removal of any other Director. Such request must be in writing, and set forth within it the specific actions which provide the basis for the request for removal. The request for removal should be signed by the Director and submitted to the Co-Chairs with copies to the Secretary of the Corporation and to the Director whose removal is being sought.

(ii) The Board shall consider the request at its next meeting and afford both the Director making the request and the Director that is the subject of the request an opportunity to explain his or her position. The Board may then

vote to remove the Director. A Director may be removed by a two-thirds (2/3) vote of all current Members of the Board.

(b) Removal for Failure to Attend. A Director may be removed for failure to attend meetings of the Board, by the affirmative vote of a majority of the entire Board, if such Director shall not attend three (3) consecutive regular meetings or two (2) consecutive annual meetings of the Board.

3.6. Vacancies. Any vacancy in the Board occurring during any term of office or any new position created pursuant to 13.3 may be filled for the unexpired portion of the term by an affirmative vote of a two-thirds (2/3) majority of the remaining Board pursuant to 13.3. Any Director so elected by the Board shall hold office until the next Annual Meeting of the Board.

3.7 Regular and Special Meetings. Regular meetings of the Board may be held at such times and places as shall be determined by the Board. Special meetings of the Board ("Special Meetings") may be called by the Co-Chairs on such occasions as they may from time to time deem necessary and shall be called by the Co-Chairs upon the written request of any Director. Except as otherwise required by law, the Articles of Incorporation or these Bylaws, any business may be transacted at any meeting of the Board. At all meetings of the Board, the Co-Chairs shall preside; or in their absence, the Secretary shall preside.

3.8. Annual Meetings. The Annual Meeting of the Board ("Annual Meeting") shall be held each year at the LatCrit Annual Conference or as determined by the Board.

3.9. Notice of Annual Meetings. Notice of the time, place and purposes of the Annual Meeting shall be given as provided for in ¶13.13, to each Director not less than 25, nor more than 45 days before the date thereof.

3.10. Notice of Special Meetings. Notice of all Special Meetings of the Board, except as otherwise provided, shall be given as provided for in 13.13, to each Director not less than 24 hours, nor more than 5 days before the date thereof.

3.11. Notice of Regular Meetings. Regular meetings of the Board may be held without formal notice; however, when the day and time of the regular meeting is changed by the Board, notice of the change shall given as provided for in 13.13, to all Members of the Board, not less than 25 days before the first regular meeting after the change takes effect.

3.12. Waiver of Notice of Meetings. Notice of any meeting may be waived by any Director and may be given to any Director by any means of notice specified in 1 3.13. Any business may be transacted at any Board meeting at which every Director shall be present, even though no notice has been given nor any waiver granted.

3.13. Method of Giving Notice. The following methods of notice may be used to notify Directors of meetings: first class mail; personal delivery; registered or certified mail, return receipt requested; United States Express Mail; Federal Express Priority Service or other nationally recognized overnight delivery service; or via telephone electronic facsimile provided that written confirmation of completed transmission is received at the transmitting fax machine and the fax received bears the phone number of the transmitting fax machine; or via electronic email provided that electronic confirmation is recorded in the "sent-mail" or the "out-mail" box of the Director(s) calling the meeting and the email received indicates the email address of the sender.

3.14. Quorum. At all meetings of the Board, a majority of all the Directors shall be sufficient to constitute a quorum. The act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board, except as may be otherwise specifically provided by statute, the Articles of Incorporation or these Bylaws.

**3.15. Electronic Presence at a Meeting.** Any or all Directors may participate in any Annual, Regular or Special Meeting of the Board by use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means shall be deemed to be present in person at the meeting for all purposes.

3.16. Proxies and Action Without a Meeting. Any action permitted to be taken at any meeting of the Board may be taken without a Director's attendance if she or he signs a written proxy directing another Director to vote as she or he instructs. Any action permitted to be taken at any Board Meeting may be taken without a meeting if the action is taken by all of the Directors in writing. Any such action shall be evidenced by a writing designated "Authorization of the Board for Action To Be Taken Without a Meeting" and by the written consent of each of the Directors and Officers. The writing designated "Authorization" must describe with particularity the action or actions to be taken without a meeting. The written consents) must be transmitted to the Secretary by the Directors and refer specifically to the Authorization. The consents may be transmitted by electronic fax or email transmission, so long as there is confirmation of the transmission as required by 9[3.13. Board action taken pursuant to this paragraph shall be effective when the last Director transmits his or her consent to the Secretary of the Corporation; provided however, that if the Authorization specifies an effective date, then such action shall become effective as of the specified date when the last Director transmits a consent. An authorization supported by the written consent(s) of all of the Board has the effect of a meeting vote and may be described as such in any document.

3.17. Interested Director Restrictions. In the event that a Director may be interested, directly or indirectly, in a transaction relating to the operations of the Corporation, that Director must disclose to the Board such interest, in a timely manner and in writing, prior to any vote. The interested Director must recuse herself or himself from any vote authorizing the transaction. Any contract, transaction, or act on behalf of the Corporation in a matter in which the Directors are interested personally shall be at

arm's length and shall not violate the proscriptions in the Articles of Incorporation against the Corporation's use or application of its funds for private benefit.

3.18. No Contracts Contrary to Corporate Purposes. No contract, transaction, or act shall be taken on behalf of the Corporation that would result in the denial of the tax exemption under any section of the Internal Revenue Code and its Regulations as they now exist or as they may be amended, including without limitation §§ 501 and 507. No contract, transaction or other act described in §617.0832 of Florida Statutes, as amended, or any successor thereto, shall be entered into by the Corporation unless such contract, transaction or other act is characterized under said statute as being not void or voidable.

3.19. Compensation. Directors shall not receive any compensation for their services as Directors.

#### ARTICLE 4 Officers

4.1 Number and Titles. The Officers of the Corporation shall be two (2) Co-Chairs, a Secretary, and a Treasurer. In addition, the Board may appoint an Executive Director who shall manage the day-to-day operations of the Corporation.

4.2. Election of Officers. The Officers shall be elected annually by an affirmative vote of a majority of the Board.

4.3. Term of Office, and Qualifications. All Officers shall be Directors and shall hold three-year terms. There shall be no limit on the number of terms an Officer may be elected to while serving as a Member of the Board.

4.4. Vacancies. In the event that any office of the Corporation shall become vacant by death, resignation, retirement, disqualification, or any other cause, the majority of the remaining Board may elect an Officer to fill such vacancy, and the Officer so elected shall hold office and serve until the election and qualification of her successor.

4.5. Co-Chairs. The Co-Chairs shall preside at all meetings of the Corporation. They shall have general charge and supervision of the business and affairs of the Corporation, subject to the direction of the Board, and shall perform such other duties as may be assigned to them by the Board.

4.6. Secretary. The Secretary shall preside at all Corporation meetings in the absence of the Co-Chairs and shall have charge of books, documents, and papers as the Board may determine and shall have the custody of the corporate seal. The Secretary shall attend and keep the minutes of all the meetings of the Board. She or he may sign with the Co-Chairs in the name and on behalf of the Corporation any contracts or agreements authorized by the Board, and when so authorized or ordered by the Board, the Secretary may affix the seal of the Corporation. She or he shall, in general, perform all the duties

incident to the office of Secretary, subject to the control of the Board, and shall do such other duties as may be assigned to her or him by the Board.

4.7. Treasurer. The Treasurer shall have the custody of all funds, property, and securities of the Corporation, subject to such regulations as may be imposed by the Board. She or he may be required to give bond for the faithful performance of the duties of this office, in such sum and with such sureties as the Board may require. When necessary the Treasurer may endorse on behalf of the Corporation for collection of checks, notes, and other obligations, and shall deposit the same to the credit of the Corporation at such bank or banks or depository as the Board may designate. She or he shall sign all receipts and vouchers. The Treasurer shall make such payments as may be necessary on behalf of the Corporation. She or he shall enter regularly on the books of the Corporation to be kept by the Treasurer for the purpose full and accurate account of all moneys and obligations received and paid or incurred by the Treasurer for or on account of the Corporation, and the Treasurer shall exhibit such books at all reasonable times to any member of the Board on application at the offices of the Corporation. The Treasurer shall, in general, perform all the duties incident to the office of Treasurer, subject to the control of the Board .

4.8. Compensation. The Officers shall not receive any compensation for their services as Officers.

4.9. Executive Director. The Board may appoint an Executive Director to serve in a salaried position at the direction of the Board, on such terms and conditions as the Board may establish. Nothing established hereunder shall limit the ability of the Officers of the Corporation to represent the Corporation in any manner that the Board deems appropriate.

4.10. Removal of Officers and the Executive Director. The requirements for removal of the Corporation's Officers and Executive Director, if any is appointed, shall be determined by resolution of the Board.

## **ARTICLE 5** **Committees**

5.1. Committees of the Board of Directors. By resolution duly adopted, the Board of Directors may establish one or more committees of the Board of Directors, each of which shall include, at least two or more Directors, and may also include non-Board Members, who may participate in a non-voting advisory capacity. To the extent provided by the establishing resolution, a committee of the Board shall have and may exercise the authority of the Board in the management of the Corporation; provided however, that neither the designation of any committee nor the delegation of authority thereto shall operate to relieve the Board, or any director individually, of any responsibility imposed upon it, him or her by law, the Articles of Incorporation or these Bylaws. Any member of any such committee may be removed by a majority vote of the Board of Directors whenever it is the judgment of the Board that the interests of the Corporation would be served best by

such removal.

5.2. Other Committees. Other committees not having and exercising the managerial authority of the Board of Directors may be established by resolution duly adopted by the Board of Directors. Membership of such committees shall not be limited to Directors. Except as otherwise provided by resolution of the Board, Members of such committees shall be selected by vote of the Board or appointment by the Co-Chairs. Any member of any such committee may be removed by vote of the Board or by decision of the Co-Chairs, whenever in the judgment of the Board or the Co-Chairs, the interests of the Corporation would be served best by such removal.

5.3. Terms of Office. Each member of a committee shall continue as such until the next annual meeting of the Board of Directors and until his or her successor is appointed, unless such committee shall be abolished sooner or unless such committee member shall resign, be removed, or cease to qualify as a member thereof.

5.4. Chairperson. One member of each committee shall be designated as chairperson. Except as otherwise provided by resolution of the Board, the chairperson shall be elected by majority vote of the committee Members.

5.5. Vacancies. Vacancies in the Membership of any committee shall be filled by appointments made in the same manner as provided in the case of original vacated appointments, and any member so elected or appointed shall serve for the unexpired term of his or her predecessor.

5.6. Quorum. Unless otherwise provided in a committee's establishing resolution, a majority of the whole committee shall constitute a quorum, and the act of a majority of Members present at a meeting at which a quorum is present shall be an act of the committee, subject to the provisions of 9(5.1).

5.7. Rules. Each committee may adopt such rules and regulations for its meetings and the conduct of its activities as it may deem appropriate; provided, however, that such rules and regulations shall be consistent with these Bylaws. The rules set forth in Section 3.15 of these Bylaws, regarding electronic presence at meetings of the Board of Directors, and Section 3.16 of these Bylaws, regarding actions by the Board of Directors without a meeting, shall be applicable to committees of the Board of Directors.

5.8. Compensation. The Members of any committee shall not receive any compensation for service to the Corporation as a member of such committee.

## ARTICLE 6 LatCrit Annual Conference Planning Committee

6.1 LatCrit Annual Conference Planning Committee. By resolution duly adopted, the Board of Directors shall, at the Annual Meeting, establish a Planning

Committee to organize the LatCrit Annual Conference for the following year. The Planning Committee shall include at least two or more Directors and may also include non-Board Members. Any member of the Planning Committee may be removed by a majority vote of the Board of Directors whenever it is the judgment of the Board that the interests of the Corporation would be served best by such removal.

6.2 Chairperson(s) By resolution duly adopted, the Board of Directors shall, at the annual meeting, designate a Chair or two-Co-Chairs to coordinate the Planning Committee during the following year. The terms of office of the Chair or Co-Chairs shall expire on the last day of the next LatCrit Annual Conference. The Planning Committee Chair or Co-Chairs may, but need not, be Members of the Board of Directors. The rights and duties of the Chair or Co-Chairs shall be established by the Board of Directors by resolution duly adopted at the annual meeting at which the Chair(s) are designated.

## ARTICLE 7 International Board of Advisors

By resolution duly adopted, the Board of Directors shall designate an International Board of Advisors. The rights and obligations of the Members of the International Board of Advisors shall be determined by the Initial Board of Directors and established by resolution at the first Annual Meeting of the Board.

## ARTICLE 8 Agents and Representatives

The Board may appoint agents and representatives of the Corporation with powers and to perform acts or duties on behalf of the Corporation as the Board may see fit, so far as may be consistent with these Bylaws and to the extent authorized by law.

## ARTICLE 9 Books, Records and Reports

9.1. Books and Records. The Corporation shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of the Board.

9.2. Annual Reports. The Corporation shall file with the Department of State of the State of Florida, such annual report on such forms and containing such information as the Department of State may prescribe.

## ARTICLE 10 Contracts, Deposits, Checks and Contributions

10.1. Contracts. Except as otherwise provided in these Bylaws, the Board may authorize any Officer or agent to enter into any contract or execute and deliver

any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to a specific instance. Unless so authorized by the Board, no Officer, employee, agent or representative shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or render it liable pecuniarily for any purpose or to any amount.

10.2. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may elect.

10.3. Checks, Drafts, Orders for Payment. All checks, drafts or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such Officer or Officers, agent or agents of the Corporation and in such manner as the Board from time to time shall determine by resolution. In the absence of such determination, such instruments shall require the signatures of any two of the Officers of the Corporation.

## **ARTICLE 11** **Fiscal Year and Audit**

11.1. Fiscal Year. The fiscal year of the Corporation shall commence on July 1 of each year and end on June 30.

11.2. Audit. The books of the Corporation may be audited annually by an independent Certified Public Accountant or at any time by vote of the Board and the report of such accountant shall be filed with the records of the Corporation as soon as feasible.

## **ARTICLE 12** **Prohibition Against Sharing in Corporate Earnings**

No Director, Officer or employee of the Corporation or other person connected with the Corporation, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation.- This shall not prevent the payment to any such person of reasonable compensation as shall be fixed by the Board for services rendered to the Corporation in effecting any of its purposes. The distribution of corporate assets shall be in accordance with Article 4 of the Articles of Incorporation.

## **ARTICLE 13** **Investments**

The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board, without being restricted to the class of investments that a Director is or may be permitted by law to make or any similar restriction; provided, however, that no action shall be taken by or on behalf of the Corporation if such action would result in the denial of the tax exemption under any

section or sections of the Internal Revenue Code and its Regulations as they now exist or as they may be amended, including without limitation §§ 501 and 507 or if such action would be characterized as void or voidable under Chapter 617 of the Florida Statutes, as amended or any successor thereto.

ARTICLE 14  
Exempt Activities

Notwithstanding any other provision of these Bylaws, no Director, Officer, employee, agent or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under § 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended.

ARTICLE 15  
Confidentiality

It shall be the duty of all Directors, Officers and Members to maintain strict confidentiality regarding the affairs of the Corporation. The Board of Directors may by resolution establish more specific duties and obligations with respect to matters touching upon the confidentiality of corporate affairs and membership.

ARTICLE 16 Indemnification

The Corporation shall indemnify its Directors to the fullest extent permitted under §617.0831 of Florida Statutes, as amended, or any successor thereto. Said indemnification shall extend to any and all liabilities of the Directors arising from their relationships with the Corporation in any and all capacities. By resolution duly adopted, the Board may authorize the Corporation to (i) indemnify any or all of its employees and agents who are not Directors to any extent that the Board may determine, up to and including the fullest extent permitted under 617.0831 of Florida. Statutes, as amended, or any successor thereto, and/or (ii) provide insurance coverage to any or all of its Directors, employees and agents against any or all risks or liabilities that such persons may incur by virtue of their relationships with the Corporation.

ARTICLE 17  
Mediation

In the event a dispute arises between Directors or among Members of the Corporation during the course of performing the work of the organization, any member of the Corporation may request that the Board facilitate a mediation of the dispute. This request shall be in writing to the Co-Chairs of the Board with a copy to the member or Members of the Corporation with whom mediation is requested to be facilitated. The Board shall attempt to facilitate mediation of any such dispute so long as it can be provided without financial cost to the organization. In the event either party refuses

mediation or the Board decides that the effort to facilitate the mediation is counterproductive or interfering with the other work of the organization, the effort will be terminated.

**ARTICLE 18**  
**Amendments**

These Bylaws may be amended, altered, or repealed and new Bylaws may be adopted only by the affirmative vote of a two-thirds (2/3) majority of the entire Board. Notice of the proposed changes shall be given to all Members at least 25 days in advance of any meeting called to amend the Bylaws.

