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BY-LAWS
OF
LATINA & LATINO CRITICAL LEGAL THEORY, INC.
(LATCRIT, INC.)

A FLORIDA NOT-FOR-PROFIT CORPORATION

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ARTICLE 1

Name, Seal and Offices

1.1 Name. The name of this corporation is LATINA AND LATINO CRITICAL LEGAL THEORY, INC [doing business as LATCRIT, INC.] ("Corporation").

1.2 Seal. The seal of the Corporation 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 ("Board"), by majority vote, may change the seal in any way at any time as permitted by law, the Articles of Incorporation and these By-Laws.

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 & Caribbean Legal Studies, University of Miami School of Law, 1311 Miller Drive, Suite 369, Coral Gables, Florida 33146, or such other location as may be appointed by majority vote of the Board. The Corporation also may establish and maintain other offices, and/or other facilities, as the Board by majority vote may from time to time determine.

1.4. General Purposes. The general purposes of the Corporation are to function as a not-for-profit corporation pursuant to Chapter 617, Florida Statutes, and to exercise all rights and powers conferred upon it by law, by the Articles of Incorporation, and by these By-Laws.

1.5. Specific Purposes. The specific purposes of this Corporation are to foster the development of Latina and Latino Critical Legal Theory ["LatCrit" theory], to promote the dissemination LatCrit scholarship and to facilitate and enable the growth and further consolidation of the LatCrit community 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 diverse, interdisciplinary, transcultural and international participation and perspectives within all LatCrit projects and programs;
- (c) promoting original research, field work and data collection on matters deemed particularly relevant to the substantive development of LatCrit theory, community and praxis;
- (d) publishing or otherwise promoting publication and dissemination of the findings, conclusions and results of the fieldwork and research projects undertaken to advance the development of LatCrit theory and praxis; and
- (e) conducting or collaborating 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 By-Law or Board Resolution, or by the Articles of Incorporation of this Corporation.

ARTICLE 2

Members

2.1 Members. Any individual who expressly makes a commitment to the Board to support the purposes of the Corporation as stated in Sections 1.4 and 1.5 of these Bylaws and in Section 13 of the Articles of Incorporation may join the Corporation as provided in this Article and these By-laws. There shall be two classes of Members:

- (a) **Managing Members.** Managing Members are voting members of the Corporation, and consist of individuals who satisfy the requirements for membership on the Board of Directors, and who currently are members of said Board.
- (b) **Associate Members.** Associate Members are non-voting members of the Corporation, and consist of individuals who have attended at least one Annual LatCrit Conference; otherwise, the prerequisites, rights and obligations of Associate Members shall be established by majority vote of the Board.

ARTICLE 3

Board of Directors

3.1 Powers and Records of Actions. The business and property of the Corporation shall be managed and controlled by the Board of Directors. All corporate powers shall be vested in the Board, except as otherwise provided in the Articles of Incorporation, these By-Laws or the laws of the State of Florida. The Board, by majority vote, may delegate to committees of the Board or to the Officers of the Corporation such of its powers as it may see fit, except that the Board may not delegate the selection of Officers and Board members, the determinations relating to the Annual Resource Allocation process and other minimum duties specified in Section 3.8, all of which must be discussed and decided by the full Board in plenary session at the Annual Meeting as described therein.

The Secretary personally shall retain all writings related to the proceedings and actions taken by the Board pursuant to these By-Laws, including but not limited to those evidencing Board and Officer vacancies and elections, and shall deposit an Annual Secretary's Binder containing complete and accurate copies thereof in the LatCrit Archive at least once annually, as required by Article 9 of these By-Laws, with the name/s of the persons compiling said Annual Binder and the year or dates covered by said documents clearly designated on the cover thereto.

The Treasurer personally shall retain all writings evidencing the decisions and actions of the Board, Officers, or any other entity or agent of the Corporation determining or implementing the allocation of the Corporation's funds, fiscal resources, or other kinds of property or other assets that the Corporation may hold pursuant to Article 13 of these By-Laws, and shall deposit an Annual Treasurer's Binder containing the Annual Treasurer's Report and any accompanying documents in the LatCrit Archive at least once annually, as required by Article 9 of these By-Laws, with the name/s of the persons compiling said Annual Binder and the year or dates covered

by said Report and documents clearly designated on the cover thereto..

The Co-Chairs personally shall retain all writings evidencing their plans and actions as Co-Chairs, and shall deposit Annual Co-Chair Binders containing complete and accurate copies thereof in the LatCrit Archive at least once annually, as required by Article 9 of these By-Laws, with the name/s of the persons compiling said binders and the year or dates covered by said documents clearly designated on the cover thereto.

The Co-Chair Elect personally shall retain all writings evidencing the minutes, proceedings and actions of the monthly meetings of the Steering Committee during the year immediately following her or his election as Co-Chair Elect, or until such time as another Co-Chair Elect is elected, whichever shall come sooner, and the Co-Chair Elect shall deposit Annual Steering Committee Binders containing complete and accurate copies thereof in the LatCrit Archive at least once annually, as required by Article 9 of these By-Laws, with the name/s of the persons compiling said binders and the year or dates covered by said documents clearly designated on the cover thereto.

The Board, at its Annual Meeting, shall review, and confirm the complete compilation and deposit of, the said Annual Officer Binders in the LatCrit Archive to update said archives at least once annually as required by Article 9 of these By-Laws.

3.2 Election of Board Members. All Directors 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 pursuant to the nominations process that the Board shall duly establish by majority vote prior to any such nomination or election. There are no limitations on the number of terms an individual may serve on the Board.

3.3 Vacancies and Changes in the Size of the Board. The number of Directors may be changed at any time by a two-thirds (2/3) vote of the Board; except that the number of Directors shall never be less than seven. The Board may, by majority vote, appoint a new Director to fill any position on the Board left vacant by retirement, resignation, removal, incapacity or death, 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 pursuant to the nominations process that the Board shall duly establish by majority vote, and make known to the community, prior to any such nomination or election.

3.4 Qualification and Nomination. Any person of legal capacity who: (1) has attended or participated in at least two Annual LatCrit Conferences; (2) agrees personally to fulfill the Basic Board Commitments and other duties established by these By-Laws and/or majority vote of the Board from time to time; and (3) makes a personal commitment to the Board to further the purposes of the Corporation as stated in Sections 1.4 and 1.5, may hold a Director position as a member of the Board. Any Member of the Corporation as defined in Section 2.1 may nominate qualified individuals to serve on the Board as part of the nominations process established by majority vote of the Board, and made known to the community, prior to any such nomination or election. Pursuant to such procedures, all nominations for Board positions, whether due to resignation, retirement, removal or any other reason, shall be timely presented to the Co-Chairs, with concurrent copies to the

Secretary, for prompt distribution to the Board and, in any event, sufficiently in advance for inclusion of all nominations and supporting documents, if any, in the Notice and Agenda for the Annual Meeting of the Board set forth in Section 3.9.

3.5 Resignation. Any Director may resign at any time by transmitting written notice of such resignation to the Co-Chairs, with concurrent copy to the Secretary, employing any method allowed under Section 3.13; however, any Director who fails to attend two (2) consecutive Annual Meetings of the Board shall automatically be presumed to have resigned from that position, and the Steering Committee shall annually notify all affected Directors and the Board by any means allowed under Section 3.13 of all the persons and positions affected by the self-execution of this provision, and the Board shall conduct prompt elections pursuant to Section 3.3 for any vacancies created by the operation of this provision.

3.6 Removal. Any Director may be removed from office for cause as provided in Section 3.6(a), as follows:

(a) **Removal for Cause.** A Director may be removed for cause, limited to malfeasance, misfeasance or nonfeasance in office that endangers the functions, operations or purposes of the Corporation, as follows:

(i) Any two Directors may request the removal of any other Director. Such request must be in writing, and must set forth within it the specific actions or omissions providing the basis for the request for removal and explaining how said actions or omissions endanger the Corporation's functions, operations or purposes. The request for removal must be signed by the requesting Directors and submitted to the Co-Chairs, with concurrent copies to the Secretary and to the Director whose removal is being sought; the Co-Chairs shall distribute such written request and all accompanying documentation, if any, to all the Directors promptly, and shall include a copy thereof in the Notice and Agenda of the next Annual Meeting of the Board as set forth in Section 3.9.

(ii) If any such request has not previously been resolved, the Board shall consider said request/s at its next Annual Meeting, and afford both the Directors making the request and the Director that is the subject of the request an equal opportunity to explain his or her positions. A Director may be removed only by a two-thirds (2/3) vote of all Directors.

3.7 Regular and Special Meetings. Regular meetings of the Board may be held at such recurring times and places as the Board, by majority vote, may determine from time to time. Special meetings of the Board ("Special Meetings") may be called by any two 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 three Directors. Except as otherwise required by law, by the Articles of Incorporation or by these By-Laws, 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 (or "Annual Board

Meeting") shall be held each year at the LatCrit Annual Conference or as otherwise determined by majority vote the Board, and at its Annual Meeting the Board, at a minimum, shall: (1) review and discuss the Treasurer's Annual Report, and decide the Annual Resource Allocation for the following Fiscal Year as specified in Section 3.1; (2) discuss and decide all pending nominations for Officers and/or the Directors, or vacancies therein; (3) discuss and decide any self-executing Officer or Board vacancies, or requests for the removal of a Director or Officer, that may be pending pursuant to Section 3.5 (a) (i) and (ii) or any other provision of these By-Laws; (4) discuss and decide any proposed changes to the By-Laws pursuant to Article 18 of these By-Laws; (5) review and discuss all Annual Updates submitted by Board Committees, Project Teams, Working Groups or other entities of the Corporation pursuant to Article 5 of these By-Laws; (6) review, discuss and decide all other matters that may be contained in the Notice and Agenda of the Annual Board Meeting; and (7) review, and confirm the complete compilation and deposit of, the Annual Officer Binders into the LatCrit Archive as contemplated in Section 3.1.

Any two Directors may place any matter on the Agenda for the Annual Meeting of the Board by submitting a written and signed request therefor to the Co-Chairs, with concurrent copies to the Secretary, prior to the circulation of the Notice and Agenda for the said Annual Meeting; provided, however, that such request must set forth with particularity the matters being raised and the actions being requested, together with all supporting documentation, if any. Requests for the placement of items on the Agenda may be submitted to the Co-Chairs and Secretary by any method allowed under Section 3.13. Annual meetings shall conform to LatCrit community-building values, and also shall generally comport with prevailing parliamentary practices, and if a dispute over procedure arises that is not otherwise resolved by the presiding Officer/s, all said disputes shall be decided by the presiding Officer/s in accordance with the current edition of Robert's Rules of Order.

3.9 Notice and Agenda of Annual Meetings. The Co-Chairs shall provide notice to each Director of the time, place and agenda for the Annual Board Meeting, by any method allowed under Section 3.13, not less than 25 days, nor more than 45 days, before the date thereof; all attachments required by these By-Laws not included in said Notice and Agenda must be submitted to each Director not less than ten days prior to the Annual Board Meeting by any means allowed under Section 3.13.

3.10 Notice of Special Meetings. The person/s calling for a Special Meeting of the Board shall provide notice to each Director of the time, place and agenda for said meeting, by any method allowed under Section 3.13, not less than 15 days, nor more than 30 days, before the date thereof.

3.11 Notice of Regular Meetings. Regular Meetings of the Board may be held without formal notice but the agenda for Regular Meetings shall be provided to each Director as specified in Section 3.13 not less than 10 days, nor more than 15 days, before any such meeting. The Board may, by majority vote, change the place, date or time of Regular Meetings from time to time; however, when the Board changes the place, date or time of Regular Meetings, the Co-Chairs must provide notice of any such to each Director, by any method allowed under Section 3.13, not less than 25 days, nor more than 45 days, before the date of the first Regular Meeting to occur after the specified change/s takes effect.

3.12 Waiver of Notice of Meetings. Notice of any Board meeting or action may be waived by any Director, or lack thereof ratified, but otherwise all notice requirements under these By-Laws may be satisfied by any method specified in Section 3.13. In any event, ny 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 Methods of Providing Notice. The following methods of providing notice may be used to notify Directors of Board meetings and actions, or to satisfy other communications specified by these By-laws: 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 telephonic or electronic facsimile (provided that written confirmation of a 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 person/s calling the meeting and the email received indicates the email address of the sender/s).

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 and voting at any meeting at which there is a quorum shall be the act of the Board, except as may be otherwise specifically provided by law, by the Articles of Incorporation or by these By-Laws. All Board actions shall be evidenced by Board Minutes, Board Resolutions, or as may otherwise be allowed by these By-Laws and/or by majority vote of the Board consistent with these By-Laws. All writings evidencing Board actions shall be presented to the Board for approval at the next Annual Meeting of the Board or sooner, and all records or documents evidencing Board actions shall be retained and maintained personally by the Secretary for inspection or other uses consistent with these By-laws, with duplicates of all such records or documents to be included in the LatCrit Archive, and updated, as set forth in Sections 3.1 and 9.3

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

3.16 Proxies and Board Actions Taken Without a Meeting. Any Director may, by proxy written and signed prior to any meeting, exercise all voting and related rights at a Board meeting; provided, however, that any such proxy must expressly include instructions directing another Director to speak and or vote on her or his behalf on a matter presented in the notice and agenda of said meeting, and that the original writing granting any such proxies must be submitted to the Co-Chairs, with concurrent copies to the Secretary, before they may be exercised.

Any action permitted to be taken at any Board meeting may be taken without a meeting if the action is authorized by written Consents from three-fourths (3/4) of all of the current Directors in response to a written Request for Authorization to Take Action issued or approved by the Co-Chairs, which Request must be designated as such and describe with particularity the specific

action or actions to be taken without a meeting. The written Consents approving any Request for Authorization under this provision must be transmitted to the Co-Chairs, with concurrent copies to the Secretary, and copies or duplicates thereof shall be retained and maintained personally by the Co-Chairs for inclusion in the LatCrit Archive, and updated as set forth in Sections 3.1 and 9.3. All Requests for Authorization, Consents and other communications undertaken pursuant to this provision may be conducted by any method specified in Section 3.13. Board actions taken pursuant to this provision shall be effective when the last necessary Director transmits his or her Consent, unless the Request for Authorization specifies otherwise. Board actions taken pursuant to this provision shall have the same effect of actions taken pursuant to a Board meeting, 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 in full to each Director such interest, in writing and in a timely manner, prior to any vote or action by the Corporation or its Officers, Directors and other agents. In addition, the interested Director must recuse herself or himself from any consideration, discussion or vote authorizing or rejecting the transaction. In any event, any contract, transaction, or act on behalf of the Corporation in which any Director is interested personally shall be at arm's length, and shall not violate the proscriptions in law and in the Articles of Incorporation against the Corporation's use or application of its funds for private benefit. All disclosures and related communications required or undertaken pursuant to this Section may be satisfied by any method allowed under Section 3.13.

3.18 No Contracts Contrary to Corporate Purposes. No contract, transaction or act shall be taken on behalf of the Corporation if it appears that it could result in the denial or withdrawal of the Corporation's 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. The Officers, Directors or other agents of the Corporation shall not undertake any contract, transaction or other act described in §617.0832 of Florida Statutes, as amended, or any successor thereto, unless such contract, transaction or other act is characterized under said statute as being not void or not 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) or three (3) Co-Chairs, a Co-Chair Elect, a Co-Chair Emeritus, a Secretary, and a Treasurer. No Officer may hold more than one Officer position simultaneously, except that the Secretary or Treasurer may also hold the Office of Co-Chair Elect for a period of time not to exceed twelve (12) months. These Officers collectively shall constitute a standing Steering Committee for the Corporation, and shall undertake the duties specified herein, or which the Board, by majority vote, may hereafter assign to said Steering Committee consistent with applicable law, the Articles of Incorporation, and these By-Laws. In addition, the Board, by majority vote, may appoint an Executive Director to manage the

day-to-day operations of the Corporation under the supervision of the Steering Committee.

4.2 Nomination and Election of Officers. The Board, by majority vote, shall elect all Officers at Board meetings, and as the terms of said Officers expire, pursuant to the nomination and election process duly established by majority vote of the Board, and made known to the community, prior to said nominations and elections; provided, however, that, at a minimum, all persons who accept a nomination for the position of Co-Chair Elect (or Co-Chair) must submit a Platform Statement to each Director presenting their plans for the advancement of the Corporation's purposes, as set forth in Section 1.4 and 1.5, and said Platform Statement may be transmitted by any method allowed under Section 3.13.

4.3 Term of Office and Qualifications. Only persons who satisfy the eligibility criteria for Officers established by the Board from time to time may be nominated and elected to an Officer position; provided, however, that no person may hold the Office of Co-Chair without first having submitted a Platform Statement as specified in Section 4.2 and having served as Co-Chair Elect for a period of time not less than seven months, and that all Officers must be Directors at the time of their nomination and election, and shall remain so at all times during their terms as Officers. All Officers shall hold three-year terms, except that the Co-Chair Elect and the Co-Chair Emeritus shall hold one-year terms to precede and follow, respectively, their terms as Co-Chair. No person may be nominated for, re-elected to, or occupy the position of Co-Chair or Co-Chair Elect without an intervening period of at least two (2) years since last holding the position of Co-Chair.

4.4 Vacancies. In the event that any Office of the Corporation shall become vacant by resignation, retirement, removal, incapacity, death or any other cause, the Board, by majority vote, may elect a qualified person to fill such vacancy, and the Officer so elected shall hold said Office until said term expires.

4.5 Co-Chairs. The Co-Chairs may sign contracts and papers consistent with these By-Laws in the name and on behalf of the Corporation, and shall have general charge and supervision of the business and affairs of the Corporation, subject always to these By-Laws and the direction of the Board; the Co-Chairs also shall perform the duties specified in these By-Laws and such other duties that the Board, by majority vote, may assigned to them from time to time; provided, however, that the Co-Chairs during each year of their terms shall, at a minimum: (1) prepare and submit Co-Chair Reports to the Board every semester providing substantive updates on the projects, events, and administration of the Corporation; (2) prepare and submit an Annual Co-Chair Report to all Members of the Corporation on the state of the Corporation; (3) plan and implement the Annual Resource Allocation Process contemplated in Sections 3.1 and 3.8 for all projects or other activities of the Corporation that the Board may, by majority vote, authorize from time to time; and (4) fully compile the Annual Co-Chair Binders required by Section 3.1 and timely deposit said Annual Binders with the LatCrit Archive, as contemplated by Section 9.3. The Co-Chairs also shall plan and conduct the Annual Meeting of the Board and the Annual Planning Retreat each year of their terms, including the timely preparation and circulation of the Notice and Agenda therefor, with all appropriate documents or exhibits, as may be required or contemplated by these By-Laws.

4.6 Secretary. The Secretary may sign contracts and papers consistent with these By-Laws in the name and on behalf of the Corporation when specifically authorized to do so

by the Co-Chairs or by majority vote of the Board and, in general, shall perform all the duties incident to the Office of Secretary, subject always to these By-Laws and the direction of the Board; the Secretary shall comply with these By-Laws at all times, and shall perform such other duties as the Board may, by majority vote, assign to her or him from time to time; provided, however, that the Secretary shall, at a minimum: (1) attend and keep the minutes of all the meetings of the Board, and conduct meetings of the Board in the absence of the Co-Chairs; (2) have charge of the records, books, documents, and papers of the Corporation as required by law, by the Articles of Incorporation or by these By-Laws, and on such other terms as the Board may, by majority vote, determine from time to time consistent with these By-Laws; (3) maintain custody of the corporate seal, and affix said seal when so authorized or directed by majority vote of the Board; and (4) fully compile the Annual Secretary's Binder required by Section 3.1 and timely deposit said Annual Binder with the LatCrit Archive, as contemplated by Section 9.3.

4.7 Treasurer. The Treasurer may sign contracts and papers consistent with these By-Laws in the name and on behalf of the Corporation when specifically authorized to do so by the Co-Chairs or by majority vote of the Board and, in general, shall perform all the duties incident to the Office of Treasurer, subject always to these By-Laws and the direction of the Board; the Treasurer also shall comply with these By-Laws at all times and perform such other duties as the Board may, by majority vote, assign to her or him from time to time; provided, however, that the Treasurer shall, at a minimum: (1) have the custody of all funds, property, securities and other assets of the Corporation, and all documents evidencing such assets, subject to such regulations as may be imposed from time to time by majority vote of the Board; (2) sign and endorse financial documents on behalf of the Corporation for collection of checks, notes, and other obligations, and shall promptly deposit the same to the credit of the Corporation at such bank or banks or other depository as the Board by majority vote may have designated; (3) sign all receipts and vouchers, and make such timely payments as may be necessary under these By-Laws on behalf of the Corporation to sustain its activities and purposes; (4) enter regularly all moneys and obligations received and paid or incurred by the Treasurer for or on account of the Corporation into the books of the Corporation, which shall be kept complete and current by the Treasurer for the purpose of Board and Officer inspections and for full and accurate periodic accountings as the Board may require by majority vote; (5) timely prepare the Annual Treasurer's Report, with all appropriate documents attached, and submit same to the Co-Chairs with concurrent copies to the Secretary prior to the conclusion of each Fiscal Year, and sufficiently in advance to permit the inclusion thereof in the Notice and Agenda of the next Annual Board Meeting; and (6) fully compile the Annual Treasurer's Binder required by Section 3.1 and timely deposit said Annual Binder with the LatCrit Archive, as contemplated by Section 9.3.

The Treasurer shall make all the fiscal books and records of the Corporation available for inspection to any Director or Officer at a reasonable time and place upon written request therefor submitted by any means allowed in Section 3.13, with concurrent copies to the Co-Chairs and Secretary. at least 15 days prior to the requested inspection;

The Board, by majority vote and upon reimbursement of the Treasurer's cost, may require the Treasurer to give bond for the faithful performance of the duties of this Office, in such sum and with such sureties as the Board may, by majority vote, require to safeguard the

interests of the Corporation at all times.

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

4.9 Executive Director. The Board, by majority vote, may appoint an Executive Director to serve in a salaried position on such terms and conditions as the Board, by majority vote, may establish from time to time.

4.10 Removal of Officers and the Executive Director. The removal of Officers or Executive Director, if any is appointed, shall be governed by the same provisions and procedures set forth for the removal of Directors in Section 3.6.

ARTICLE 5

Board Committees, Project Teams and Working Groups

5.1 Steering Committee and Other Board Committees. The Officers of the Corporation named in Section 4.1 shall constitute a standing Steering Committee to: (1) conduct the Annual LatCrit Resource Allocation Process referenced in Sections 3.1 and 3.8 and ensure the proper year-round funding and administration of all Board-approved projects and activities; (2) engage in long-term and strategic planning on behalf of the Corporation to guide and ensure its growth and health consistent with the purposes stated in Sections 1.4 and 1.5; and (3) fulfill any other duties that the Board, by majority vote, may assign to them from time to time consistent with applicable law, the Articles of Incorporation and these By-Laws. The Steering Committee shall meet at least once monthly, in person or electronically as described in Section 3.15 of these By-Laws, and the minutes, proceedings and actions thereof shall be taken and maintained by the Co-Chair Elect. Said minutes shall be deposited annually in the LatCrit Archive as contemplated by Sections 3.1 and 9.3, and copies thereof shall be included in the Notice and Agenda of the Annual Board Meeting as contemplated in Section 3.9.

In addition, the Board, by majority vote, may establish one or more committees of the Board for such purposes and on such terms as the Board may specify from time to time; provided, however, that each such committee of the Board shall include at least two Directors, but may also include Associate Members of the Corporation, who may serve on Board committees in a non-voting capacity as set forth in Section 2.1 (b). 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 establishment of any Board committee nor the delegation of authority thereto shall operate to relieve the Board collectively, or any Director individually, of any responsibility imposed upon it, him or her by law, by the Articles of Incorporation or by these By-Laws.

Any member of any Board committee may be removed, upon the written and signed request of any two Directors, by a majority vote of the Board whenever, in the judgment of the Board, the interests of the Corporation would be served best by such removal; provided, however, that all such requests must be submitted to all Directors and must specify the actions and/or omissions that provide the basis for the request. Any Director whose removal is sought from a committee of the Board shall be provided an opportunity to respond to the request in writing to the Board. All such requests and related communications, if any, may be conducted

by any method allowed under Section 3.13, and copies thereof shall be included in the Notice and Agenda for the Annual Board Meeting required by Section 3.9.

5.2 Project Teams and Working Groups. Except as otherwise provided by majority vote of the Board, the Co-Chairs may establish Project Teams and assign duties to them for such purposes and on such terms as are consistent with these By-Laws for the ongoing and sound management of projects or programs authorized from time to time by majority vote of the Board; and the Co-Chairs likewise may establish Working Groups to undertake specific investigations or discrete assignments for such purposes and on such terms as are consistent with these By-Laws; provided, however, that the membership and contact information of all such teams or groups shall be circulated to the Board at least once annually, and shall be included in the Notice and Agenda for the Annual Board Meeting required by Section 3.9.

Any Project Team or Working Group member may be removed directly by the Co-Chairs, with the approval of a majority of the Steering Committee, whenever, in the judgment of the Co-Chairs and Steering Committee, the interests of the Corporation would be served best by such removal; provided, however, that all such removals will be presented to the Board at least once annually, and all documents relating thereto shall be included by the Co-Chairs in the Notice and Agenda for the next Annual Board Meeting, at which time the Board, by a two-thirds vote, may reinstate any removed member of a team or group after hearing and considering the reasons of the Co-Chairs and Steering Committee for said removal and any objections thereto.

5.3 Terms of Office. Each member of a Board Committee, Project Team or Working Group shall continue serving as such until the next Annual Board Meeting, or until his or her successor is appointed, whichever comes first; unless, however, any such member is previously removed pursuant to these By-laws, or previously resigns in writing by any means allowed under Section 3.13 and other provisions of these By-Laws, or unless such team or group is previously abolished by majority vote of the Board.

5.4 Coordinators, Responsibilities and Annual Updates. At least one member of each Board Committee, Project Team or Working Group shall be designated as its Coordinator. Except as otherwise provided by majority vote of the Board, the Coordinator/s of each such entity shall be appointed annually by the Co-Chairs in consultation with the members of said committee, team or group. Every person who accepts the position of Coordinator shall be responsible for ensuring that said entity works collaboratively and progressively toward the accomplishment of its purposes, as specified in the resolution or act establishing said entity, and shall submit an Annual Update to the Co-Chairs by any method allowed under Section 3.13, with concurrent copies to the Secretary, describing the actions of said entity during the previous Fiscal Year and presenting the plans of the entity for the forthcoming Fiscal Year. All Annual Updates shall be submitted to the Co-Chairs no less than 30 days, and no more than 40 days, prior to the next Annual Board Meeting, and shall be included in the Notice and Agenda for said Board meeting required by Section 3.9.

5.5 Vacancies. Vacancies in the membership of any committee, team or group

established pursuant to this Article shall be filled by appointments made in the same manner employed for the original appointment, and any member appointed pursuant to this provision shall serve the remainder of the unexpired term of his or her predecessor, unless the Board by majority vote decides otherwise.

5.6 Meetings, Actions and Quorum. Unless otherwise provided in the Board Resolution or other form of action establishing a committee, team, group or other entity under this Article, a majority of the membership thereof shall constitute a quorum, and the act of such a majority taken at any meeting of any said entity wherein a quorum is present shall be an act of the entity, subject at all times to applicable law, the Articles of Incorporation and these By-laws.

5.7 Practices and Procedures. Each entity established under this Article may adopt such practices and procedures for its meetings and for the conduct of its activities as it may deem appropriate; provided, however, that all such rules and regulations shall be consistent at all times with applicable law, the Articles of Incorporation and these By-laws.

5.8 Compensation. The Members of any committee, team, group or other entity established under this Article shall not receive any compensation for service to the Corporation as a member of such entity.

ARTICLE 6 **Critical Partnerships and Project Sponsorships**

6.1 Critical Partnerships. The Board, by majority vote, may establish joint projects or “critical partnerships” with other organizations and associations, including universities and law schools, to initiate and/or operate programs and other community activities consistent with the purposes of the Corporation, as set forth in Section 1.4 and 1.5, and as may be consistent with applicable law, the Articles of Incorporation and these By-laws.

6.2 Administration. The Board shall, by majority vote, determine the administrative and fiscal structure for the operation of all joint projects or critical partnerships established under this Article, consistent at all times with applicable law, the Articles of Incorporation and these By-laws.

ARTICLE 7 **International Council of Advisors**

The Board, by majority vote, may establish an International Council of Advisors, and assign to said Council and its members the rights and obligations it deems appropriate to serve the Corporation and its purposes, projects or activities, as set forth in Sections 1.4 and 1.5, and subject at all times to applicable law, the Articles of Incorporation and these By-Laws.

ARTICLE 8

Agents and Representatives

The Board, by majority vote, may appoint agents and representatives of the Corporation with authority to perform acts or assume duties on behalf of the Corporation, as the Board may see fit from time to time, and subject at all times to applicable law, the Articles of Incorporation and these By-Laws.

ARTICLE 9

Books, Records and Reports

9.1 Books, Records and Archives. The Steering Committee, individual Officers and other persons or entities acting as agents or representatives of the Corporation shall keep correct and complete books and records of accounts payable and receivable, and of all transactions and operations undertaken by or on behalf of the Corporation, and the Secretary shall keep minutes of the proceedings and all actions of the Board, consistent with applicable law, the Articles of Incorporation and these By-Laws.

9.2 Annual Reports. The Steering Committee shall timely and properly file with the Department of State of the State of Florida, and/or with other governmental entities, such annual report and/or other documents on such forms and containing such information as the Department of State or other entity may prescribe.

9.3 Archives. The Board shall establish procedures and provide resources for the creation and maintenance of a LatCrit Archive containing the records relating to the administration of the Corporation and to the creation and development of all Board-approved projects or initiatives, and all archival records shall be preserved for inspection by any Member of the Corporation, and any other persons that the Board, by majority vote, may authorize or designate from time to time; provided, however, that the Steering Committee, individual Officers and other persons or entities acting as agents or representatives of the Corporation shall update the LatCrit Archive fully and completely at least once annually, prior to the conclusion of the Fiscal Year as specified in Section 3.1 and elsewhere in these By-Laws.

9.4 Duplicates and Inspections. A complete and current duplicate of all books, records and archives of the Corporation and its entities shall be maintained in the principal office of the Corporation, as set forth in Section 1.3, and said books, records and archives shall be available there for inspection by any Director at a reasonable day and time upon written request. All travel or similar actual costs incurred by any Director or any other person for the purpose of inspecting the books, records or archives of the Corporation shall be borne by said Director or other person; but, to facilitate inspections thereof, the Board at any time and by majority vote may authorize or direct the establishment of additional duplicates of the LatCrit Archive at other appropriate locales. All requests for the inspection of any corporate books, records or archives shall be transmitted to the Co-Chairs, with concurrent copies to the Secretary, by any method allowed under Section 3.13 at least 15 days prior to the requested inspection.

ARTICLE 10

Contracts, Deposits, Checks and Contributions

10.1 Contracts. Except as otherwise provided in these By-Laws, the Board, by majority vote, may authorize any Officer, or other specifically designated employee, agent or representative, 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 authority or capacity to bind the Corporation by any contract or engagement, or to pledge its credit, or to render it liable pecuniarily for any purpose, or to any person, for any amount.

10.2 Deposits. All funds of the Corporation shall be deposited promptly and fully to the credit of the Corporation in such banks, trust companies or other depositories as the Board, by majority vote, may designate from time to time.

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 personally by at least two Co-Chairs and the Treasurer personally shall keep original records of all such checks, drafts or orders for payment, apart from any other books, records or archives that the Corporation may maintain, for reasonable inspection, upon request, by any Director under the provisions set forth in Section 9.4; provided, however, that transactions conducted by wire transfer may be signed and executed by the Treasurer alone upon the advance written authorization of such transaction by all three Co-Chairs.

ARTICLE 11

Fiscal Year, Independent Audits and Reports

11.1 Fiscal Year. The Fiscal Year of the Corporation shall commence on February 1 of each year and end on January 31 of each year.

11.2 Audits and Reports . The books of the Corporation may be audited at any other time on such terms as may be directed by majority vote of the Board. In all instances, the complete reports of all such accountings shall be presented to the Co-Chairs, with concurrent copies to all members of the Steering Committee, and copies thereof shall be included by the Co-Chairs in the Notice and Agenda for the next Annual Board Meeting required by Section 3.9; in addition, copies of all such reports also shall be promptly be filed with the records of the Corporation and maintained as part of the LatCrit Archive created and updated pursuant to Sections 3.1, 9.3 and 9.4.

ARTICLE 12

Prohibition Against Sharing in Corporate Earnings

No Director, Officer or employee of the Corporation, or any other person acting as an agent or representative of the Corporation, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation; however, this prohibition shall not prevent the payment to any person of reasonable compensation as shall be fixed by majority vote of the Board for services rendered to the Corporation in effecting any of its purposes; provided, however, that any distribution of corporate assets at all times shall be in accordance with Article 4 of the Articles of Incorporation, these By-laws and applicable law.

ARTICLE 13

Investments, Revenues and Reserves

13.1. Investments and Revenues. The Corporation may retain all or any part of any securities, monies or other kinds of property acquired by it, and to invest and reinvest any funds held by it in whatever manner or form may be determined by majority vote of the Board, including the leasing or ownership of realty, without being restricted to the class of investments that a Director is or may be permitted by law to make; provided, however, that pursuant to the Annual Resource Allocation Process contemplated in Sections 3.1 and 3.9, the Steering Committee and Board shall allocate all revenues of the Corporation, first, to the operation of the projects, programs or plans duly approved by the Board by majority vote from time to time.

13.2. Reserves. The Board, by majority vote, shall establish, as soon as practicable and before entering into any other kind of investment, a reserve account at a federally-insured institution to be known as the 'Lock Box Fund' in an amount that the Board determines will safeguard the Corporation against any interruption of its activities for a period of at least one Fiscal Year in the event of an unforeseeable funding shortage or other sudden emergency; upon the approval of the Steering Committee, monies deposited in the Lock Box Fund may be commingled with other monies to achieve the highest interest payout possible, but the accounting of any commingled monies shall be kept separately to ensure the integrity of the monies allocated to the Lock Box Fund pursuant to Section 13.3.

13.3. Terms and Conditions. The Board shall establish the terms and conditions for the allocation of all revenues of the Corporation pursuant to the Annual Resource Allocation Process contemplated in Sections 3.1 and 3.9, and shall specify the terms and procedures for the use or augmentation of reserve monies in the Lock Box Fund, but in no event may said Fund be spent, accessed, pledged or otherwise used in any way by any person without the prior unanimous written approval of all Steering Committee members and a three-fourths (3/4) vote of all Directors, and in no event may the Steering Committee and Board approve the expenditure, pledging, depletion or any other use of said Fund by more than 50% of the balance therein in any one Fiscal Year.

13.4. Restrictions by Law. Notwithstanding any other provision of these By-Laws, no action shall be taken by or on behalf of the Corporation if such action would be contrary to law, the Articles of Incorporation or these By-Laws, or if such action would likely result in the denial

or withdrawal of the Corporation's tax exemption under any source of applicable law, including but not limited to section or sections of the Internal Revenue Code and its Regulations as they now exist or as they may be amended, and including without limitation §§ 501 and 507 thereof, 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 By-Laws, 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 internal affairs of the Corporation. The Board, by majority vote, may establish more specific duties and obligations from time to time with respect to matters touching upon the confidentiality of corporate affairs, projects, funds, activities and membership.

ARTICLE 16 **Indemnification**

The Corporation shall indemnify its Officers and 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 Officers and Directors arising from their relationships with the Corporation in any and all capacities. By majority vote, the Board may authorize the Corporation to: (1) indemnify any Officer or Director directly from the treasury of the Corporation; and/or (2) provide appropriate insurance coverage to any or all of its Officers and Directors, and/or to any employees and other agents of the Corporation, 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 during the course of performing the work of

the Corporation, any two Directors may request that the Steering Committee facilitate a mediation of the dispute. This request shall be in writing and transmitted to the Co-Chairs, with concurrent copies to the Secretary and to the Director/s among whom mediation is requested to be facilitated. The Steering Committee shall attempt to facilitate mediation of any such dispute so long as it can be provided without financial cost to the Corporation. In the event either party refuses mediation or the Steering Committee decides that the effort to facilitate the mediation is counterproductive, futile or interfering with the other work of the Corporation, the Steering Committee shall promptly terminate the facilitation effort and report the matter to the Board in the Notice and Agenda for the next Annual Board Meeting required by Section 3.9.

ARTICLE 18 **Amendments**

The Board, by two-thirds vote of all Directors, may amend, alter or repeal these By-Laws and adopt new By-Laws, in whole or in part, at any time. Notice of all proposed changes to these By-Laws shall be given to all Directors at least 25 days in advance of any Board meeting or of any Request for Authorizataion to Take Action through which the Board will be requested to amend any By-Law, and such notice shall set forth with specificity the complete language of the proposed amendment/s, together with the complete language of the current By-Law/s affected by such proposed amendment/s; notwithstanding the above, however, any Director may propose changes to the language of any proposed amendments submitted pursuant to this Article for discussion and adoption during the Board's consideration of said proposed amendments.