

**Bylaws for the
Hispanic Association of Colleges and Universities Alumni Association**

**ARTICLE I
NAME OF ORGANIZATION AND MISSION**

Section 1. Name of the organization: The organization of former participants of the Hispanic Association of Colleges and Universities (HACU) internship (HNIP), scholarship, and other student program activities shall be known as the HACU Alumni Association, or HAA.

Section 2.-The Mission of the HACU Alumni Association is to serve as a professional network providing support to current HACU participants and alumni and to advance the mission and goals of HACU.

**ARTICLE II
MEMBERSHIP**

Section 1. Individuals who have completed at least one HACU-sponsored student program or any student program administered by HACU will be eligible to become Members with voting rights of the HACU Alumni Association. As appropriate, the Board of Directors may establish membership dues for the HACU Alumni Association.

Section 2. HACU staff will be responsible for the verification of individuals who are eligible for membership in the HAA and who have fulfilled the membership requirements in Article II, Section 1.

Section 3. Alumni can petition the HACU National Internship Program office for membership by requesting to be included in a membership database. Alumni in the database will be considered Members of the HACU Alumni Association and will receive regular updates.

Section 4. Current members of the HACU staff (both permanent and temporary) are not eligible to hold any elected office on the Board of Directors, but can apply for general membership with voting rights. The only exceptions will be the HACU Senior Staff Member who is appointed by the CEO/President of HACU per Article IV, Section 12 below and the HNIP Ambassador per Article IV, Section 10.

Section 5. Honorary membership may be extended to any individual upon a majority vote by the Board of Directors. Honorary members do not have voting rights.

**ARTICLE III
MEETINGS OF THE ASSOCIATION**

Section 1. General membership meetings will be held at least once per year.

Section 2. The Chairperson will call for a general membership meeting giving at least 30 days prior notice to the meeting date. The Chairperson is responsible for developing the agenda. General membership may submit proposed agenda items. Proposed agenda items must be submitted seven (7) days prior to the meeting date.

Section 3. The Board of Directors of the HACU Alumni Association shall meet a minimum of three (3) times per year.

Section 4. The Board of Directors shall follow Roberts's Rules of Orderⁱ at all meetings unless indicated otherwise within these Bylaws.

**ARTICLE IV
BOARD OF DIRECTORS**

Section 1. The Board of Directors shall consist of ten (10) individuals, nine of whom are HAA Members in good standing and one of whom is a HACU senior staff. Six (6) of these individuals will be elected by the general membership, two (2) will be appointed by the HACU President and CEO based on recommendations given by HACU staff, one (1) will be elected by current HNIP interns and one (1) will be a HACU senior staff member appointed by the HACU President and CEO.

Section 2. The HACU Alumni Association Board of Directors will be made up of the following offices:

1. Chairperson
2. Vice-Chairperson for HACU Program Affairs
3. Vice-Chairperson for Fundraising
4. Vice-Chairperson for Community Relations
5. Vice-Chairperson for Treasury
6. Secretary
7. HNIP Ambassador
8. At-Large Board Member
9. At-Large Board Member
10. HACU senior staff member

Section 3. Responsibilities of the Board of Directors:

- A. To propose matters of business considered necessary and proper in serving the general welfare of the Members.

- B. To set all procedures for general and special elections according to the current election code.
- C. To execute decisions approved by the general membership.

D. To manage and oversee operations of the HAA, develop, establish and implement policy, appoint special committees, effectuate mission, ensure compliance with the Bylaws and to do all things necessary in the interest of the HAA.

Section 4. The Chairperson of the Board of Directors shall be an alumnus of the HACU National Internship Program and shall have the following duties:

- A. To be the official representative of the HACU Alumni Association.
- B. To ensure all provisions set forth in the Bylaws are faithfully executed and adhered to.
- C. To act as chief coordinator of all officers, members and activities involved with the HACU Alumni Association.
- D. To ensure all elections provided for under these Bylaws are held at the proper time as determined by the membership.
- E. To communicate HACU Alumni Association recommendations to HACU leadership.
- F. To call special emergency meetings as necessary.
- G. To appoint any officer(s) or committee chairperson(s) as approved by the Board of Directors.
- H. To create any committee approved by the Board of Directors.
- I. To serve as a member of the HACU Governing Board with a vote (pending an amendment in HACU's Bylaws to this effect).
- J. To finalize or set the agenda for general membership meetings.
- K. To provide an update of current HAA activities at general membership meetings and a copy of the report to the Secretary.

Section 5. The Vice-Chairperson for HACU Program Affairs shall have the following duties:

- A. To preside over general membership meetings and Board of Directors' functions in the absence of the Chairperson.
- B. To coordinate activities involving HAA, current and/or prospective interns, and participants in other HACU student programs.
- C. To execute correspondence, publicity, and other communication between the HACU Alumni Association and HACU and maintain records of all such communications.
- D. To provide an update at general membership meetings and a copy of the report to the Secretary.

Section 6. The Vice-Chairperson for Fundraising shall have the following duties:

- A. To serve as a liaison to the HACU Office of Development.
- B. To provide an update at general membership meetings and a copy of the report to the Secretary.

Section 7. The Vice-Chairperson for Community Relations shall have the following duties:

- A. To serve as a liaison to other organizations to facilitate networking and community service activities.
- B. To serve as chief coordinator of professional and social events.
- C. To update and maintain job postings and professional resources for distribution to alumni.
- D. To provide an update on past and future activities at general membership meetings and a copy of the report to the Secretary.

Section 8. The Vice-Chairperson for Treasury shall have the following duties:

- A. To coordinate the collection, management, and disbursement of funds of the HACU Alumni Association in conjunction with HACU finance office, within the boundaries of HACU's financial policy and those policies approved by the HACU Alumni Association and HACU.
- B. To maintain all financial records and a balanced checking account for HAA.
- C. To provide an updated financial report at general membership meetings and a copy of the report to the Secretary.

Section 9. The Secretary shall have the following duties:

- A. To record minutes at all meetings of the HACU Alumni Association and the Board of Directors and distribute within two weeks of the meeting.
- B. To maintain all official records and documents of HAA.
- C. To assist each Vice-Chair as necessary.

Section 10. The HNIP Ambassador shall be a current HACU National Internship Program (HNIP) participant that has completed at least one HACU internship. The HNIP Ambassador shall be selected by current HNIP interns based on a majority vote. The length of the term of this office shall be limited to one (1) semester, which shall coincide with the current HNIP semester. The number of terms an intern can serve is limited to three terms or one year. The HNIP Ambassador shall have the following duties:

- A. To serve as liaison to all current participants in the HNIP.
- B. To represent and communicate the ideas, concerns and recommendations of all current HNIP program participants.

Section 11. Two At-Large Board Members will be appointed by the HACU President and CEO based on recommendations given by HACU staff. These individuals will be alumni of a HACU student program. These two individuals shall have the following duty:

- A. To serve as a member to the Board of Directors with a vote.

Section 12. The HACU Senior Staff member designated by HACU President and CEO will have the following responsibilities:

- A. To serve as a member to the Board of Directors with a vote.
- B. To provide advice and guidance to the Board of Directors.
- C. To serve as a liaison between the HACU Alumni Association, HACU, and HACU's student programs.

- D. To appoint an Elections Committee and an Elections Leader to oversee the elections process.

Section 13. A Director may resign from office by submitting the intention to do so in writing to the Board of Directors. A vacancy in any elected office, because of death, resignation, removal, disqualification, or otherwise, may be filled by a majority vote of the Board of Directors for the unexpired portion of the term. Vacancies in the position of the At-Large Members or of the HACU Senior Staff member will be filled by new appointments by the HACU President and CEO.

Section 14. Any Director, excluding the HACU Senior Staff Member, that misses two meetings during their term without good cause will be subject for removal from the HAA board of directors. A Director elected or appointed by the HACU President and CEO, with exception of the HACU Senior Staff Member, may be removed by two-thirds (2/3) vote of the Board of Directors if it is in the best interest of the Association.

Section 15. No actions taken by the Board of Directors or the HACU Alumni Association shall conflict with the mission and goals of HACU.

ARTICLE V OPERATIONAL STRUCTURE

Section 1. The principal office of the Association shall be HACU's main office at 8415 Datapoint Drive, Suite 400, San Antonio, TX 78229. The Association may have other offices, either within or beyond San Antonio, Texas, as the Board of Directors may deem necessary or as the affairs of the Association may require from time to time.

Section 2. HACU will provide reasonable operational support to the HACU Alumni Association until such time as the organization becomes self-sustaining as determined by the HACU Alumni Association.

Section 3. The HACU Senior Staff member will serve as a liaison to the HACU President and CEO and the Board of Directors' Chairperson on all activities relating to the HACU Alumni Association.

Section 4. Any public statement by the HACU Alumni Association that might be interpreted as a public policy statement must be cleared in advance, in writing, by the HACU Alumni Association Chairperson and the HACU President and CEO, or his/her designee. Any fundraising effort by the HACU Alumni Association must be cleared in advance and in writing with the HACU Office of Development. The HACU Alumni Association and HACU will collaborate on efforts to secure funding for the organizational purpose of the organization.

Section 5. The HACU Alumni Association will operate under regulations and guidelines of the HACU corporate charter and 501 (c) (3) status until HAA. becomes self-sustaining.

Section 6. Under no circumstances will HAA. will participate in any activities contrary to the Bylaws and/or tax status of HACU.

ARTICLE VI
ELECTIONS/APPOINTMENTS

Section 1. Terms of office

- A. Positions on the HAA Board of Directors shall be for two (2) year terms of office beginning the first Monday in October after the HAA by-annual elections.
- B. HAA Elected Board Members and At-Large Board Members may serve a maximum of two consecutive two-year terms with elections taking place before the expiration of each term in accordance to these Bylaws.
- C. Officers may run again for the same position or any other position on the Board of Directors only after a one year hiatus from serving on the board.
- D. The HNIP Ambassador can serve a maximum of one year or three (3) internship sessions.
- E. Any member of the Board of Directors elected or appointed may be removed by two-thirds (2/3) vote of the Board of Directors whenever, in its judgment, the best interest of the HACU Alumni Association would be served thereby.
- F. The HACU Senior staff member serves on the Board of Directors at the discretion of the President and CEO of HACU. The HACU Senior Staff Member can only be removed by the President and CEO of HACU.
- G. Inaugural Officers will serve for a two (2) year term of office.

Section 2. Elections Committee and Leader

- A. At least 60 days prior to the first election day, the HACU Senior Staff will appoint an Elections Committee made up of three (3) individuals, one of whom will be designated as the Elections Leader.
- B. The Elections Leader will be responsible for coordinating necessary meetings of the Elections Committee and reporting information intended for membership to HACU staff in a timely manner.
- C. The committee is responsible for implementing the nominations and election processes and counting votes.
- D. Members of the Elections Committee must be HACU alumni/ae and are ineligible for positions on the Board of Directors while serving on the Elections Committee.
- E. The Elections Committee may not vote in elections and must keep all matters related to the election confidential.

Section 3. Nominations

- A. The nomination period for the Board of Directors will be announced at least 45 days prior to the opening day of voting. The nomination period will begin on the date announced for the nomination period and will be open for fourteen (14) days.
- B. A Member may nominate him/herself for a position on the Board of Directors by submitting written notification to the Elections Leader. The letter of intent should include the title of the position sought and the nominee's qualifications for serving in that

- position.
- C. Members may also nominate a candidate for a position in writing to the Elections Leader. The nominated individual must confirm his/her acceptance or decline of the nomination. To accept the nomination, nominee must state his/her qualifications for the position.
 - D. If there are no individuals running for a position, the position may be filled by a majority vote by the Board of Directors.

Section 4. Elections

- A. The Elections Committee will notify general membership of an upcoming election at least 30 days prior to the opening day of voting.
- B. All general elections shall begin on the last Monday in September of each year, with the exception of the election of the HNIP Ambassador, who is elected by current HNIP interns and Coop students within the first two weeks of each HNIP session.
- C. The Elections Committee will have at least one week to count all votes cast. A majority of votes (50 +1) cast in an election are necessary to win, regardless of turnout. If no candidate receives a majority of votes, a runoff election will be held. The runoff election shall take place within two weeks of initial election. Only the two candidates with the greatest number of votes will participate in the runoff election.
- D. Newly elected officers of the Board of Directors will be announced on the first business day after the voting counting period has ended.
- E. In the event there are no opposing candidates running for a position, the individual in consideration will be appointed with a majority vote of the current Board of Directors. Should that individual not receive a majority vote from the Board of Directors, the position may be filled by a Board nomination and majority vote of the Board of Directors.

Section 5. Inaugural Elections

- A. An election to elect the Inaugural Board of Directors shall occur at a time, date and location determined by HACU's President and CEO.
- B. During the inaugural elections, the Assistant Vice President for Collegiate Student Affairs and Federal Relations will appoint an Elections Committee and an Elections Leader from eligible members who volunteer to serve on this committee.
- C. HACU staff will notify general membership of the inaugural election at least 60 days prior to the opening voting day.
- D. The inaugural Board of Directors shall serve terms of two (2) years.

ARTICLE VII VOTING

Section 1. Each Member in good standing shall have one (1) vote on select items of business presented by the Board of Directors. A Member in good standing must meet the HAA membership eligibility criteria as defined in Article II Section 1 and be verified as eligible by the designated HACU staff member as required in Article II, Section 2.

Section 2. All formal votes will take place only by email.

Section 3. Voting in Elections

- A. The voting period for election of the Board of Directors shall last for fourteen (14) days with any extensions granted at the discretion of the HNIP staff or the Election Committee. Votes may only be cast electronically via email.
- B. No individual will be allowed to vote by proxy.

Section 4. Voting on Membership Issues

- A. Those matters deemed important by the Board of Directors that impact the goals and objectives of the HAA, and that carry the endorsement of two-thirds of the Board of Directors will be taken before the general membership for approval.
- B. These items will be brought to the attention of the general membership as deemed appropriate by the Board of Directors.
- C. No formal action will be enforceable unless the item voted upon receives a majority of the votes cast, which will consist of fifty percent of members (50) who voted plus one (1).
- D. Members will have a time period of seven (7) days to cast their votes on voting items identified by the HAA Board of Directors.
- E. No individual will be allowed to vote by proxy.

Section 4. Any HACU Alumni Association action not in compliance with the articles of these Bylaws shall be invalid.

ARTICLE VIII FUNDRAISING

Section 1. The HACU Alumni Association may engage in fundraising activities that promote the mission and purpose of the association. HAA., in coordination with HACU staff, may organize fundraising activities amongst the general membership. However, any fundraising efforts that reach beyond HAA membership must be cleared in advance and in writing with the HACU Office of Development. The HACU Alumni Association must abide by laws governing 501 (c) (3) fundraising and will coordinate all such activities with the HACU Office of Development. No case of fundraising will endanger the 501 (c) (3) status of HACU under which the HAA. will be operating even after the HAA may be separately incorporated.

ARTICLE IX AMENDMENTS, RATIFICATION

Section 1. Any Member in good standing may propose amendments to the HACU Alumni Association Bylaws. Proposed amendments will be published to the general membership and voted on at the next regularly scheduled general election, or earlier, if deemed necessary by a majority of the Board of Directors. A two-thirds (2/3) majority of the total votes cast will be required to amend the Bylaws.

Section 2. Changes to the Bylaws proposed and approved by a majority of the HAA Board of Directors will be voted upon by the general membership. Voting Members in good standing will have a time period of seven (7) days to cast their votes on changes to the Bylaws identified by

the HAA Board of Directors. A two-thirds (2/3) majority of the total votes cast will be required to amend the Bylaws.

Section 3. No individual will be allowed to vote by proxy.

Section 4. As a subsidiary of HACU, the HAA is subject to oversight and eminent domain by the HACU Governing Board. As the principal executive of the board, the HACU President & CEO, at his/her sole discretion, shall be authorized to submit any amendment to the HAA Bylaws to the Governing Board for final ratification.

ARTICLE X DISSOLUTION

Section 1. Dissolution of the HACU Alumni Association can only occur with a 2/3 vote of the HAA Board of Directors followed by a 2/3 vote of the HAA general membership and 2/3 vote of the HACU Governing Board. Any left-over funds held by the HACU Alumni Association will be donated to Friends of HACU.

ⁱRoberts Rules of Order are a widely accepted set of rules for conducting meetings that allow everyone to be heard and to make decisions without confusion. A copy of the rules can be obtained at the HNIP office.