

BYLAWS

of the

National Latina/o Law Students Association, Inc.

doing business as NLLSA, Inc.

A California Not-For-Profit Corporation

February 17, 2024

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Nonprofit Bylaws

BYLAWS
of the
National Latina/o Law Students Association, Inc.

ARTICLE 1

Name, Seal, Offices and Purposes

1.1 Name

The name of the corporation is NATIONAL LATINA/O LAW STUDENTS ASSOCIATION [doing business as NLLSA, Inc.] (hereinafter "the Corporation"), a not-for-profit (interchangeably nonprofit) organization.

1.2 Seal

The official seal of the Corporation has been selected by the 2008 Board of Directors (hereinafter "Board"), by majority vote, which may not change the seal in any way at any time thereafter. The seal must contain the words, "NATIONAL LATINA/O LAW STUDENTS ASSOCIATION (NLLSA, Inc.)"

1.3 Logo

As initially signified by an emblem or icon, incorporated by majority vote of the Board on October 18, 2008, at the 2008 National Latina/o Law Students Association Conference (hereinafter "NLLSA Conference") held in Albuquerque, New Mexico. The current logo was incorporated by majority vote of the NLLSA Board of Directors on March 4, 2023. The logo may be used separate and independent from the seal but must be incorporated into the design of the official seal.

1.4 Use of Name, Seal, and Logo

The name, seal, and logo of NLLSA are intellectual property of NLLSA protected by copyright law. Member chapters are strictly prohibited from using the NLLSA name, seal, and logo in online profiles, event advertising, and all chapter promotion, both physical or digital, without explicit written consent from the National Chairperson and Secretary of NLLSA.

- a. Relationship to Member Chapters. NLLSA member chapters are considered independent entities acting within the framework of NLLSA's mission, Code of Conduct, and values. Each member chapter shall maintain open communication with NLLSA, including but not limited to, providing annual updates on its Executive Board membership and seeking guidance on executing membership duties as needed. However, member chapter events, activities, fundraising or philanthropic endeavors, and official statements shall not be considered actions on behalf of or in

representation of NLLSA unless approved by official communication or signature of the National Chairperson.

- b. Offending Chapter Consequences. Any attempt by a member chapter to impermissibly act on behalf of NLLSA as described in §1.4, or to engage in misuse or misappropriation of NLLSA's name, logo, or seal shall result in the revocation of the offending organization's membership status and official recognition as a member chapter by NLLSA.
- c. National Board Protocol on Notice to Offending Chapters. NLLSA Executive Directors are empowered to take appropriate action to mitigate the impact of misuse, misappropriation, or confusion caused by a NLLSA member chapter's violation of §1.4. The first step of this protocol requires notice by the National Chairperson and Secretary to the member chapter's President(s) and/or Vice President(s) about its violation. Then, if the member chapter fails to respond to the notice or remedy the violation, the National Chairperson and Secretary must inform the member chapter leadership that it is no longer considered a NLLSA member chapter and if necessary, based on no change in offending behavior, contact the member chapter's law school leadership to address misuse, misappropriation, or confusion issues promptly.
- d. Offending Member Chapter Reinstatement. If a student organization previously revoked of their status as a NLLSA member chapter based on its designation by the National Board as an offending chapter in violation of §1.4, later communicates its interest in reinstatement as a NLLSA member chapter to the National Chairperson and Secretary during a term subsequent to the term during which it was designated as an offending chapter, it may be reinstated as such based on a majority vote of the National Board to approve the reinstatement.

1.5 Offices

- a. Principal Office. The principal office and place of business of the Corporation shall be in the State of California as shall be designated from time to time by the Corporation. The principal office and mailing address of the Corporation shall be at Northwest Registered Agent, Inc. (#C3184722) 2108 N ST, STE N, Sacramento, CA 95816. The Corporation also may establish such other offices, either within or outside California, as the Board by majority vote may designate from time to time.
- b. Registered Office. The registered office of the Corporation in California may be, but need not be, the same as the principal office. The Board, by majority vote, may change the address of the registered office.

1.6 Purposes

- a. General Purposes. This corporation is organized and operated exclusively for charitable purposes within the meaning of IRC Section 501(c)(3). The general purposes of the Corporation are to function as a 501(c)(3) not-for-profit corporation pursuant to §1.5 of the Bylaws, under California Statutes, and to exercise all rights and powers conferred upon it by law, the Corporation's Articles of Incorporation, and these Bylaws.

- b. Specific Purposes. To serve as a conduit for a collective Latina/o pre-law, law student, and NLLSA alum voice.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

ARTICLE 2

Board of Directors

2.1 **Qualifications and Authority; No Individual Members.**

a. Qualifications and Authority. A Board of Directors (hereinafter "the Board") shall manage all the affairs of the Corporation as a collective body of individual Directors as defined by § 2.2. Each Director shall be a legally competent natural person. Directors need not be residents of the State of California.

b. No Individual Members. There shall be no individual members of the Corporation. Each law student and pre-law student organization participating in NLLSA, e.g., La Raza Law Students Association at the UCLA School of Law (hereinafter "Member Chapter") is not a member of the Corporation and shall have no such authority. Students enrolled in the various Member Chapters are not members of the Corporation and have no authority over the affairs of the Corporation. Individual Directors are not members of the Corporation and as such have no authority as members, but each individual Director has the specific authority granted by their respective position. The Board, as the collective body, has full say in all dealings of the Corporation.

c. Disqualification. Candidates who have previously served on the Board and resigned, pursuant to § 2.9, may not run unless a majority of the board votes in favor or permitting their candidacy. Candidates who have previously served on the Board and were removed, pursuant to § 2.10, may not run for a position on the Board.

d. If this corporation makes no provision for members, then, pursuant to § 5310(b) of the California Corporations Code, any action that would otherwise, under law or the provisions of the articles of incorporation or bylaws of this corporation, require approval by a majority of all members or approval by the members, shall only require the approval of the Board unless otherwise specifically provided for in these bylaws.

2.2 **Number; Additions; Composition.**

a. Number. Nineteen, and no more than nineteen, Directors shall constitute the Board, as specified below.

- b. Composition. The nineteen Directors sitting on the Board of the Corporation shall include twelve Executive Directors, and seven Regional Directors. The hierarchy of the nineteen Directors is as follows:
- c. Four Main Executive Directors: a Chair (Chief Executive Officer), a Vice Chair, a Secretary, and a Treasurer. The Four Main Executive Directors must register their names under NLLSA, Inc., with the Office of the California Secretary of State.
- d. Eight Executive Directors: an Attorney General, a Director of National Relations, a Director of Public Relations, a Director of Membership, a Director of Community Service, a Director of Policy Initiative, a Director of Alumni Relations, and a Director of Pre-Law Division Affairs. Executive Directors may be a resident of any state or territory of the United States.
- e. The Board's twelve Executive Directors shall also include the seven Regional Directors representing their respective states or territories.
- f. Seven Regional Directors: a Pacific Regional Director (California and Hawaii), a Northwest Regional Director (Alaska, Idaho, Montana, Nebraska, North Dakota, Oregon, South Dakota, Washington, and Wyoming), a Central Regional Director (Illinois, Indiana, Iowa, Michigan, Minnesota, Missouri, and Wisconsin), a Mid-Atlantic Regional Director (Delaware, District of Columbia, Kentucky, Maryland, Ohio, Pennsylvania, Virginia, and West Virginia), a Mountain Regional Director (Arizona, Colorado, Kansas, Nevada, New Mexico, Oklahoma, Texas, and Utah), a South Atlantic Regional Director (Alabama, Arkansas, Florida, Georgia, Louisiana, Mississippi, North Carolina, South Carolina, Tennessee, and the commonwealth of Puerto Rico), and a North Atlantic Regional Director (Connecticut, Maine, Massachusetts, New Hampshire, New Jersey, New York, Rhode Island, and Vermont).
- g. Residency. Regional Directors may be residents of any state or territory of the United States but each Regional Director must be enrolled in a law school within the respective geographic region the Director is elected to represent:

The PACIFIC REGION, i.e., California and Hawaii.

The NORTHWEST REGION, i.e., Alaska, Idaho, Montana, Nebraska, North Dakota, Oregon, South Dakota, Washington, and Wyoming.

The CENTRAL REGION, i.e., Illinois, Indiana, Iowa, Michigan, Minnesota, Missouri, and Wisconsin.

The MID-ATLANTIC REGION, i.e., Delaware, District of Columbia, Kentucky, Maryland, Ohio, Pennsylvania, Virginia, and West Virginia.

The MOUNTAIN REGION, i.e., Arizona, Colorado, Kansas, Nevada, New Mexico, Oklahoma, Texas, and Utah.

The SOUTH ATLANTIC REGION, i.e., Alabama, Arkansas, Florida, Georgia, Louisiana, Mississippi, North Carolina, South Carolina, Tennessee, and the commonwealth of Puerto Rico.

The NORTH ATLANTIC REGION, i.e., Connecticut, Maine, Massachusetts, New Hampshire, New Jersey, New York, Rhode Island, and Vermont.

2.3 Election and Tenure

- a. Election. Directors shall be elected by a majority of the Delegates as chosen by each Member Chapter at the NLLSA Conference, under § 2.4(a)(1).
- b. Tenure. Once elected, each Director shall serve for a term of one year. Each Director shall hold office until her or his successor is elected at the next annual NLLSA Conference. The term of a Director elected by the Board to fill a vacancy shall end at the regular time when the originally elected Director's position should end.
 - i. However, the Director who serves as the Chair of the Board, as defined below in Article III, shall remain a Director with all the rights and obligations it entails until the end of the calendar year when her or his term would normally end. During the period from the annual election of Directors and the end of the year, the immediate past Chair of the outgoing Board shall be known as the Chair Emeritus or Chair Emerita.
 - ii. As part of their final duties as Directors, all outgoing Directors shall make a good faith effort to inform the incoming Directors of their duties. Specifically, outgoing Directors shall provide copies of all files and correspondence they have accumulated over their term as Directors to the incoming Director, as well as to the outgoing Chair who is then responsible for handing over all files from the previous year to the incoming Chair.
- c. Multiple Positions. Directors cannot hold multiple Director positions within the Board. At the discretion of the Board by majority vote, Directors may assume another Director position by self-nomination or by the nomination of one of the Four Main Executive Directors.

2.4 Voting Procedures in Board Elections

- a. Delegate Requirements. Before the election of new Directors to the Board, each Member Chapter as defined under § 2.1, shall select two Delegates from their membership, who shall be students enrolled to study law at the respective school where the Member Chapter is based.
- b. Delegate Eligibility. Each Delegate shall be eligible to cast one vote, provided that (1) each Delegate shall affirm in writing that she, he, or they have been duly appointed or elected by her or his Member Chapter as a Delegate for this vote, and (2) the Delegate is in attendance at the NLLSA Conference and present at the election meeting.

c. Delegate Vote Casting. During the NLLSA Conference, at an annual election meeting, the Board shall request these Delegates to cast their votes for Director candidates who have self-identified themselves or been nominated by another person. Each Director candidate shall be given the opportunity to promote their candidacy via a written statement submitted no later than 9:00 p.m. (in the standard time zone of the annual election meeting location) on the night before the annual election meeting, a brief oral presentation at the annual election meeting, and whatever other procedures the Board may approve by majority vote.

d. Order of Voting. The Board shall put the vote to the Delegates, who shall vote for the Executive Board in the following order: first the Delegates vote on the Seven Regional Directors. Then the Eight Executive Directors: a Director of Community Service, a Director of Policy Initiative, a Director of Membership, a Director of Alumni Relations, a Director of Pre-Law Division Affairs, a Director of Public Relations, a Director of National Relations, and an Attorney General. After these votes have occurred and been recorded, the Delegates vote on the Secretary, then the Treasurer, then the Vice Chair, and finally the Chair.

e. Delegate Vote. While all Delegates recognized by the Board may vote for the Executive Directors, only those Delegates from a particular region, described above at § 2.2(c), may vote for the Regional Director of their particular region.

f. Vote Count Requirements. Disinterested board members not running will count votes. Members of the Alumni Advisory Board and Elections Committee members as designated by the National Chairperson, may assist with the vote count as determined by the Executive Board. The Secretary shall record the final results of this vote with sufficient specificity to determine which candidate received the majority of Delegates' votes along with which Delegates voted for which candidate.

g. Voting Results. After all Delegates' votes have been recorded, the Board shall immediately vote to affirm or deny the Delegates' recommendations. The Board shall then publish these results to the Delegates and the general public. Directors of the outgoing Board, who run for a position on the incoming Board must recuse themselves from voting in the election that will affect the outcome of their particular race.

2.5 Meetings

a. In General. The Board shall hold no less than ten meetings annually with two physical meetings annually in accordance with the Board's decision. All Directors shall attend. One Board meeting shall convene during the NLLSA Conference. The general purpose of this annual meeting shall be to elect the Executive Directors and the Regional Directors of the Corporation and to conduct such other business as may come before the Board. The other annual Board meeting shall be held sometime prior to the NLLSA Conference at the site visit location of the law school or location selected to be the host of the NLLSA Conference for that year. The general purpose of this annual meeting shall be to further the purposes of the Corporation, including to review progress on the NLLSA

Conference, and to conduct such business as may come before the Board. Notice of the annual meetings shall be given in accordance with § 2.13.

b. Meeting Requirements. With proper notice, in accordance with § 2.13, the Board shall meet virtually each month to conduct the regular business of the Corporation. However, the Board need not meet virtually in such months when it meets physically. Directors unable to attend physically must communicate with reasonable time and with proper notice, their inability to attend physically and must attend virtually.

c. Special Meetings. With proper notice, in accordance with § 2.13, the Corporation's Chair or any other two Directors may call a special meeting, which shall be held virtually or in such other manner as shall provide fair means for all Directors to attend.

2.6 Quorum; Voting; Proxies; Official Actions; Assent.

a. Quorum. To act on behalf of the Corporation, the Board shall have quorum, which shall consist of a majority of the Directors holding office at the time of the action, i.e., a majority of the set constituted by the Corporation's total number of Directors minus any who have resigned or been removed yet not replaced prior to the action to be taken. Without quorum, the Directors shall not act on behalf of the Corporation. However, if Directors meet without quorum, the minutes of their meeting shall be recorded and submitted to the Secretary as recommendations to the Board. The Secretary shall archive a copy of these minutes with the Corporation's records and shall distribute them to the Board before the next scheduled monthly telephonic or annual meeting.

b. Voting. Votes shall be cast in response to a specific call, which shall be recorded by the Secretary in the minutes for that meeting.

c. Proxies. For purposes of determining whether quorum exists and for purposes of casting a vote, a Director shall be deemed to be present and to have voted if that Director grants a signed, written proxy to another Director who actually attends the meeting. The proxy must direct a vote to be cast with respect to a particular proposal that is described with reasonable specificity in the proxy. Other written proxies are allowed so long as they comply with relevant state laws.

i. The Director acting as proxy for another shall transmit her or his original proxy document to the Secretary at the earliest possible date. The Secretary shall timely inform the Board of receipt of the signed, written proxy and shall archive it with the meeting minutes for the action where the proxy was taken.

d. Official Actions. Except as otherwise provided by the Articles of Incorporation, these Bylaws or the laws of the State of California, the act of a majority of the Directors present at a meeting with quorum shall constitute an official act of the Corporation.

e. Assent. A Director who is present at a meeting of the Board of Directors is deemed to have assented to all actions taken unless:

- i. The Director objects at the beginning of the meeting, or promptly upon arrival, to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken; or
- ii. The Director contemporaneously requests that her or his dissent or abstention as to any specific action taken be entered in the minutes; or
- iii. The Director causes written notice of her or his dissent or abstention as to any specific action to be received by the presiding officer of the meeting before adjournment, or by the Corporation promptly after adjournment. The right of dissent or abstention is not available to a Director who votes in favor of the action taken.

2.7 Vacancies

The Board shall fill any vacancies on the Board that occur after the annual meeting at the NLLSA Conference by majority vote at a properly noticed meeting. A Director elected by the Board to fill a vacancy shall be elected for the unexpired term of her or his predecessor, i.e., until the next NLLSA Conference. Vacancies for certain positions may be filled by current Directors pursuant to § 2.3.

2.8 Committees; Advisory Board

- a. Committees. No committee shall have the power or authority to authorize distributions; elect, appoint or remove any Director; amend, restate, alter, or repeal the Articles of Incorporation, these or any other Bylaws of the Corporation; approve a plan of merger; approve a sale, lease, exchange, or other disposition of all or substantially all of the property of the Corporation, or to take any other action prohibited by law.
- b. Advisory Boards. By majority vote, the Board may establish such committees and vest them with such authority and responsibilities as the Board deems appropriate in accordance with the purposes of the Corporation, limited only by law, the Articles of Incorporation, and these Bylaws. Such Advisory Boards may provide such advice, service and assistance as requested, but shall not exercise any power or authority reserved to the Board.

2.9 Resignation

A Director may resign at any time by giving written notice of resignation to the Chair with concurrent copy to the Secretary. The resignation shall be effective either when the Chair receives notice of resignation or at a later effective date if the resignation so specifies. A Director who resigns may also deliver a statement to that effect to the California Secretary of State.

2.10 Removal

- a. In General. Any Director may be removed from office "for cause" for a breach of their fiduciary duty to the Corporation or for endangering the functions, operations, or purposes of the Corporation. Any Director may also be removed from office "without cause," as provided below:

b. Removal for Cause. Any two Directors may request the removal of any other Director. Such a request shall be in writing and shall set forth the specific acts or omissions justifying the request for removal and shall explain how such act or omission endangers the Corporation. The request shall be signed and submitted to the Chair with concurrent copies to the Secretary and the Director whose removal is being sought. The Chair shall promptly distribute such requests to all Directors and include the proposed removal in the agenda for the next meeting. If any such request has not previously been resolved, the Board shall consider the request at its next meeting where proper notice of the removal has been given. The Board shall afford both the Directors seeking the removal and the Director who is the subject of the request equal opportunities to explain their positions. A Director may be removed only by a two-thirds majority vote of a properly noticed meeting with quorum. Removal by written consent shall not be effective.

c. Removal without Cause. Any Director may be removed without cause by a two-thirds majority vote if the Director misses two consecutive properly noticed meetings without a written explanation satisfactory to a majority of the Board at the second consecutive meeting that the Director failed to attend, provided that meeting has quorum. Any Director who misses three meetings within the twelve-month period of their term of office may be removed by a two-thirds vote of the Directors.

2.11 Action Without Meeting

Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if a two-thirds majority of the current Directors authorize the action by written or electronic consent, provided that the Chair distributes a "request for authorization to take action" that describes the particular action or actions to be taken without a meeting with reasonable specificity. The written or electronic consents shall be submitted to the Chair with concurrent copies to the Secretary. Actions taken shall be effective when the last writing or electronic necessary to effect the action is received by the Chair unless the request for authorization to take action specifies another date. All such actions shall have the same effect as an action taken at a meeting, except as otherwise provided by law, the Articles of Incorporation, or these Bylaws.

2.12 Compensation

No member of the Board shall receive any compensation for serving in such office. However, the Corporation may reimburse any member of the Board for reasonable authorized expenses incurred in connection with service on the Board, provided that such reimbursement follows reasonable documentation of the alleged expense, along with a written request for reimbursement that shall specify why the expense was incurred and has been authorized by the Board during a meeting.

2.13 Notice of Meetings

Notice of the date, time, place, and purpose of any Board meeting shall be given to each Director at least five days prior to the meeting. The Chair or the Secretary shall be responsible for transmitting such notice, which may be given orally in person, or by other methods of written or electronic communication. Such notice shall be effective when transmitted by the Chair or

Secretary, who shall keep a physical record of such transmission with the Corporation's minutes of the noticed meeting.

2.14 Waiver of Notice

A Director may waive notice of a meeting before or after the time of the meeting expressly or impliedly by transmitting a signed, written or electronic waiver of notice to the Secretary or by attending and participating in a meeting, unless at the beginning of the meeting, or promptly upon the Director's later arrival, the Director objects to holding the meeting or transacting business at the meeting because of lack of notice or defective notice and does not thereafter vote for or assent to action taken at the meeting.

2.15 Electronic or Virtual Meetings

The Board of Directors may permit any Director (or any member of any committee designated by the board) to participate in a meeting of the Board or a committee thereof through the use of any means of communication by which all Directors participating in the meeting can hear each other contemporaneously during the meeting. A Director participating in a meeting in this manner is deemed to be present in person at the meeting.

2.16 Standard of Conduct for Directors

Each Director shall perform their fiduciary duties as a Director in good faith in a manner the Director or officer reasonably believes to be in the best interests of the Corporation as a whole, not individual duties, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances. In the performance of their duties a Director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by the persons designated below. However, a Director shall not be considered to be acting in good faith if such Director had knowledge, or should have had knowledge, concerning the matter in question that would cause such reliance to be unwarranted. A Director shall not be liable to the Corporation or its members, if any, for any action the Director takes or omits to take as a Director if, in connection with such action or omission, the Director performs their duties in compliance with the Articles of Incorporation and these Bylaws.

2.17 Conflict of Interest Policy

a. Financial Interest. A majority of the Board shall have no financial interest in the affairs of the Corporation, directly or indirectly. Persons deemed to have a financial interest in the affairs of the Corporation include persons receiving grants or compensation (other than reimbursement of expenses) from the Corporation; independent contractors for services with the Corporation; persons with a financial relationship with such grantee, compensated individual, or independent contractor (such as owners or employees of the grantee or independent contractor); and close family members of the foregoing.

b. Disclosure of Financial Interest. If a Director has any financial interest in the affairs of the Corporation, that Director shall disclose such interest to the Board prior to any vote. In addition, the interested Director must recuse from the vote authorizing the transaction. Any event, contract, transaction, or act of the Corporation in which any Director is interested, shall be at arm's length.

- c. Personal Interests. If Directors have any personal interests, including familial and/or romantic relationships, within the Board, the Directors shall immediately disclose such interest to the Chairperson and Secretary of the National Executive Board in writing for disclosure to the National Board collectively. In addition, the interested Directors must recuse themselves from the vote in relation to any conflicts that arise from such personal interests.
- d. Compliance. Failure to comply with this section will be addressed per § 2.10

2.18 Sexual Misconduct Policy

NLLSA is committed to providing a safe environment for all officers of its National Board of Directors, any and all Regional Board members, and member chapters free from discrimination on any ground and from sexual misconduct including but not limited to sexual harassment and sexual assault. NLLSA will operate a zero-tolerance policy for any form of sexual misconduct at Board meetings and NLLSA events including the annual national conference, treat all incidents seriously, and promptly investigate all allegations of sexual misconduct. All complaints of sexual harassment will be taken seriously, treated with utmost respect, and addressed in confidence. No one will be victimized for making such a complaint aligned with the NLLSA Code of Conduct provisions on retaliation.

- a. Sexual Misconduct. Sexual misconduct is unwelcome conduct of a sexual nature that is non consensual or has the effect of making a person feel offended, humiliated, threatened, coerced, and/or intimidated. It includes situations where a person is asked to engage in sexual activity as a condition as well as situations that create a virtual or in-person environment which is hostile, intimidating, threatening, coercive, or humiliating for the recipient. Sexual misconduct can involve one or more incidents and actions constituting harassment that is physical, verbal, or non-verbal, or constituting sexual assault, stalking, or retaliation. Examples of conduct or behavior which constitute sexual harassment include, but are not limited to:
 - i. Physical sexual conduct
 - 1) Unwelcome physical contact including patting, pinching, stroking, kissing, hugging, fondling, or inappropriate touching
 - 2) Physical violence, including sexual assault
 - 3) Physical contact, e.g. touching, pinching
 - 4) The use of threats or rewards to solicit sexual favors
 - ii. Verbal sexual conduct
 - 1) Comments on appearance, age, private life, etc. via online or in-person discussion
 - 2) Sexual comments, stories, and jokes via online or in-person discussion
 - 3) Sexual advances
 - 4) Repeated and unwanted social invitations for dates or physical intimacy
 - 5) Insults based on the sex of the individual

- 6) Condescending or paternalistic remarks
 - 7) Sending sexually explicit messages (by phone or by email)
- iii. Non-verbal sexual conduct
- 1) Display of sexually explicit or suggestive material
 - 2) Sexually-suggestive gestures
 - 3) Whistling
 - 4) Leering
- b. Disciplinary Measures. Any person found to have engaged in sexual misconduct prohibited under this policy will face disciplinary action, up to and including dismissal from the organization. The nature of the sanctions will depend on the gravity and extent of the harassment. Suitable deterrent sanctions will be applied to ensure that incidents of sexual harassment are not treated as trivial. Anyone who has been found to have engaged in sexual misconduct under the terms of this policy is liable to any of the sanctions listed in The NLLSA Code of Conduct, Article 5 §2. Following a dismissal, any person dismissed from the organization for engaging in prohibited conduct will be prohibited from attending and engaging in NLLSA events as a panelist, speaker, competition judge, guest, attendee, or in any other capacity, both virtual and in-person, as deemed appropriate by majority vote of the National Executive Board.

ARTICLE 3

Directors

3.1 General

The Directors of the Corporation shall include all positions pursuant to § 2.2. An individual may only hold one office. All Directors must be properly elected to the Board, as per § 2.3(a).

3.2 Powers and Duties of Executive Directors

Executive Directors, as delineated below, shall exercise and perform the respective powers, duties, and functions as are stated below and as may be assigned to them by the Board.

- a. The Chair shall: (i) exercise general authority over the Corporation and activities of the Corporation; (ii) chair all Board meetings; (iii) serve, along with the Vice Chair, as the NLLSA representative in meeting with other organizations; (iv) subject to review and annulment by the Board, share joint discretion with the Vice Chair (meaning they must both agree) to assign other Directors to represent the Corporation in meetings with other organizations; (v) approve all checks issued by the Corporation and signed by the Treasurer; (vi) serve as an ex-officio member of all NLLSA committees; (vii) work with the Vice Chair, Director of Public Relations and relevant Regional Director(s) to establish new Member Chapters; (viii) appoint an Executive Director, and such other staff persons

and committees in accordance with NLLSA's Constitution; (ix) serve as liaison to the NLLSA Alumni Advisory Board and provide them with periodical updates relevant to the Corporation; and (x) perform such other functions and exercise such further duties as the Board may assign. The Chair in collaboration with the Vice Chair and Treasurer shall conduct internal reviews of Executive Directors listed in § 2.2 (d) and the Regional Directors listed in § 2.2 (e) pursuant to ARTICLE 10.

b. The Vice Chair shall: (i) exercise general executive authority over the business and activities of the Corporation and chairing all Board meetings in the event of the incapacity or absence of the Chair; (ii) serve as an ex-officio member of all committees; (iii) preside over as liaison to the NLLSA Conference Committee pursuant to NLLSA's Constitution; (iv) coordinate with the Member Chapter charged with hosting the NLLSA Conference and ensure that all planning for the NLLSA Conference goes smoothly as further described in the Constitution; (v) serve, along with the Chair, representing the Board in meetings with other organizations; (vi) subject to review and annulment by the Board, share joint discretion with the Chair to assign other Directors to represent the Corporation in meetings with other organizations; (vii) work with the Chair, Director of Public Relations and relevant Regional Director(s) to establish new Member Chapters; (viii) perform such other functions and exercising such further duties as the Board may assign; and (ix) in the absence of the Chair, the Vice Chair, shall have the powers and perform the duties of the Chair.

c. The Secretary shall: (i) maintain and distribute accurate minutes and agenda for all meetings of the Board; (ii) update the Bylaws immediately when amended and distribute physical or electronic copies to the Board; (iii) coordinate internal communication of information; (iv) maintain files and a filing system both electronically and in hard copies; (v) serve as an ex-officio member of all Corporation committees; (vi) ensure that all notices are duly given in accordance with the provisions of these Bylaws; (vii) be custodian of the records and seal of the Corporation, and shall attest the affixing of the seal of the Corporation when authorized by the Board; (viii) perform such other functions and duties as the Chair or Board may assign.

d. The Treasurer shall: (i) be the principal financial officer of the Corporation and shall (ii) handle all funds and securities of the Corporation and ensure that they are deposited in such facility, and in such manner, as the Board may designate; (iii) assure that all entries are made in the financial records, accounting for all funds received and disbursed by the Corporation; (iv) submit the financial records of the Corporation to a certified public accountant, pursuant to Article VIII, Section 4 of the Constitution; (v) make regular quarterly financial reports to the Board; (vi) obtain Chair approval for all checks issued by the Corporation; (vii) file annual corporate reports on behalf of the Corporation; (viii) file timely annual IRS tax -exempt organization forms and tax filings; (ix) produce an annual accounting report and present it to the incoming Board at the NLLSA Conference, including, but not limited to: a statement of accounts, statement of unpaid bills with explanation, statement of transfers between accounts with explanation, statement of income, a detailed account of how all funds were used, a detailed account of all anticipated expenses based on future program needs, history, and accounting for

emergencies; and (x) perform such other functions and exercising such further duties as the Chair or the Board may assign. With the approval of the Board, the Treasurer shall be authorized to engage any firm of certified public accountants to assist in the performance of any of the duties incident to the Treasurer's office.

e. The Director of Community Services shall: (i) provide guidance to all community action projects of the Corporation undertaken on a National or Multi-Regional level; (ii) annually update the Community Service Handbook or publish any other supplemental material to be distributed; (iii) organize the Community Service Project to be conducted during the NLLSA Conference; and (iv) perform such other functions and exercise such further duties as the Chair or the Board may assign.

f. The Director of Public Relations shall: (i) maintain the management of external communication of the Corporation to create and maintain a positive image; (ii) coordinate with the Board to identify the target audience, and tailor every message to generate positive publicity; (iii) keep lines of social media communication open between the community and the Board; (iv) work with the Attorney General to cultivate and maintain contacts with journalists, set up speaking engagements, write press releases, annual reports and respond to inquiries to the Corporation; (v) work with the Chair, Vice Chair, the Director of Membership and any relevant Regional Director(s) to establish new Member Chapters; (vi) gather information and create marketing materials aligned with the NLLSA Branding Guide to promote NLLSA events; (vii) per the Board's instruction, be the point of contact with external marketing persons or teams; (viii) professionally maintain NLLSA's website and ensure that it is up-to-date periodically; (ix) in its discretion and subject to the review and approval of the Board, assign someone to act as Web Master of the NLLSA website; (x) handle and maintain all NLLSA social media accounts, including but not limited to newsletters, design applications, web development applications; and (xi) coordinate external communication of information and perform such other functions as the Chair or Board may assign.

g. The Director of Policy Initiative shall: (i) develop a strategy for implementation of the current Policy Initiative; (ii) oversee the selection of a new Policy Initiative upon conclusion of the current Policy Initiative or otherwise determined by the Board; (1) any member of the Board may propose a Policy Initiative; (2) the Board shall adopt Policy Initiatives pursuant to the five-part test described in Article V, Section 2(B); (iii) oversee the conclusion of a Policy Initiative; (1) any member of the Board may propose the conclusion of the Policy Initiative; (2) a two-thirds vote by the Board is required to conclude the Policy Initiative; (iv) identify and implement additional opportunities that support the Policy Initiative and other initiatives agreed upon by the Board; (v) serve as a liaison with the Attorney General between Members of the United States Congress and their staff and coalitions, groups, and other organizations with whom NLLSA would like to collaborate on the Policy Initiative or other initiatives agreed upon by the Board; (vi) work with the Attorney General to provide regular updates to the Board and to all chapters on policy issues and state and federal legislation relevant to NLLSA's mission; (vii) work with the Attorney General and all chapters to lobby the United States Congress to pass legislation that is in accordance with the goals of NLLSA's mission; and (viii)

perform such other functions and exercising such further duties as the National Chairperson or the Board may assign.

f. The Attorney General shall: (i) research current legal and political issues facing the Latina/o community; (ii) prepare memoranda and/or website updates to increase the Corporation's awareness of these legal issues; (iii) strive to aid NLLSA Alumni in preparing Amicus Curiae briefs in support of cases affecting the Latina/o community in the United States and abroad, with majority approval by the Board; (iv) work with all Member Chapters to lobby the United States Congress to pass legislation that is in accordance with the goals of NLLSA's mission; (v) be charged with the Moot Court competition during the National Conference including developing the moot court prompt and other related duties; (vi) verify that external initiatives or communications are aligned with the Corporation's mission; and (vii) perform such other functions and exercise such further duties as the Chair or Board may assign.

g. The Director of Membership shall: (i) assist in and oversee the performance of the respective powers, duties, and functions of the Regional Directors per Article 3, Section 3.3 of these Bylaws; (ii) facilitate the dissemination of relevant legal news and regional updates to each chapter; (iii) maintain a database consisting of current contact information for each chapter member; (iv) support the National Chairperson in opening new chapters at accredited American Bar Association law schools or "At Large" Chapters, as defined in the NLLSA Constitution under Article III, Section 1(A)(2); (v) receive and manage membership petitions, and evaluate alternative dues petitions pursuant to Article VIII; (vi) if and when the Bylaws change, to distribute them via email to each Member Chapter; and (vii) perform such other functions and exercising such further duties as the National Chairperson or the Board may assign.

h. The Director of National Relations shall: (i) assist in and oversee correspondence with all national sponsors, corporations, organizations, and groups that partner with NLLSA; (ii) be responsible for developing and implementing a national strategy that strengthens NLLSA's national relations over the course of the current term; and (iii) perform such other functions and exercising such further duties as the National Chairperson or the Board may assign.

i. The Director of Alumni Relations shall: (i) serve as the liaison between the organization, the alumni of the organization and the Alumni Advisory Board; (ii) develop and maintain a roster of all alumni of the organization; (iii) share updates of NLLSA with alumni; (iv) express concerns of the alumni to the Board; (v) organize, plan, and distribute opportunities to alumni, including events; (vi) seek support from alumni whenever required; (vii) share updates and opportunities from alumni to members and the Board; (viii) respond to alumni concerns or requests; and (ix) perform such other functions and duties as the Chair and Board may assign.

j. The Director of Pre-Law Division Affairs shall: (i) be a pre-law student (ii) serve as the liaison between the National Executive Board and the National Pre-Law Division; (ii) assist in and oversee the performance of the respective powers, duties, and functions

of NLLSA Pre-Law Member Chapters; (iii) facilitate the dissemination of relevant academic and legal news and updates to the Pre-Law Member Chapters; (iv) maintain a database consisting of current contact information for each Pre-Law Member Chapter; (v) support the National Chairperson in opening new Pre-Law Member Chapters at Hispanic Serving Institutions, as well as Colleges and Universities located in the United States; (vi) receive and manage membership petitions; (vii) if and when the Bylaws change, to distribute them via email to each Pre-Law Member Chapter; and (vii) perform such other functions and exercising such further duties as the National Chairperson or the Board may assign.

3.3 Powers and Duties of Regional Directors

Regional Directors shall exercise and perform the respective powers, duties, and functions as are stated below and as may be assigned to them by the Board in accordance with Article II of the Constitution: (i) promote conference attendance from schools within their region with approval from the Board; (ii) keep the Board informed of issues in their respective regions; (iii) serve as the liaison between their regions and the Board; and (iv) perform other duties as assigned by the Four Main Directors listed under § 2.2 (c).

3.4 Resignation and Removal

A Director may resign at any time by giving written or electronic notice of resignation to the Chair with concurrent copy to the Secretary. The resignation is effective when the notice is received by the Corporation unless the notice specifies a later effective date. Any Director elected may be removed pursuant to § 2.10. A Director who resigns or is removed or whose appointment has expired may deliver a statement to that effect to the California Secretary of State. Such removal does not affect the contract rights, if any, of the Corporation or of the person so removed. The appointment of a replacement Director shall not in itself create contractual rights.

3.5 Vacancies and Succession of Directors

In the event that the Chair is unable to complete a term of office, the Vice Chair shall automatically rise to the position of Chair for the remainder of the term. If the Vice Chair is unable to fulfill this duty, an acting Chair will be elected by simple majority vote of the Board. In the event that any other Director is unable to complete a term of office, the Board by simple majority vote shall elect a replacement to serve the remainder of the term at a properly noticed meeting.

ARTICLE 4

Indemnification

4.1 In General

The Corporation shall indemnify to the maximum extent permitted by law any person who is or was a Director, officer, employee, fiduciary, and other agent of the Corporation against all reasonable costs, liability or expenses arising against or incurred by such person made party or otherwise incurring costs due to a claim, action, suit, proceeding, investigation, or inquiry arising from service as a Director, officer, employee, fiduciary or other agent of the Corporation. The Corporation shall indemnify whether or not such individual continues to be an officer or Director at the time of incurring or imposition of such costs, expenses or liabilities, except in relation to matters as to which such individual shall be finally adjudged in an action, suit or proceeding to have been guilty of gross negligence towards the Corporation in the performance of the individual's duties, or in the absence of such final adjudication and determination of such liability, in the opinion of legal counsel selected by the Corporation.

a. Rights. The Corporation shall further have the authority, to the maximum extent permitted by law, to purchase and maintain insurance on behalf of an individual who is or was an Officer, Employee or Agent of the Corporation for costs incurred by the individual in that capacity or rising from the individual's status as an Officer, Employee or Agent, whether or not the Corporation would have power to indemnify the individual against the same liability under the previous paragraph. The foregoing right of indemnification shall be in addition to, and not in limitation of, all rights to which such person may be entitled as a matter of law and shall inure to the benefit of the legal representative of such person.

b. Insurance Selection. The Corporation does not presently carry insurance of any kind, in particular, insurance discussed in the preceding paragraph. In the event Directors elect to purchase insurance discussed in this Section, full and immediate disclosure concerning the particular insurance provided by the Corporation shall be made to each of the Directors serving and at the start of each term for newly elected Directors.

ARTICLE 5

Contracts, Loans, and Deposits

5.1 Contracts

The Board may authorize, by majority vote, any Director or officer or other 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 shall be confined to specific instances defined with particularity.

5.2 Loans

No loans shall be contracted for on behalf of the Corporation and no evidence of indebtedness shall be issued in the name of the Corporation, unless authorized by a resolution of the majority of the Board. Such authority may be general if confined to a specific dollar limit determined by

the Board or shall otherwise be confined to specific instances. No loan shall be made to any Director of the Corporation.

5.3 Checks, Drafts, and Notes

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by such Director or Directors in such manner as shall from time to time be determined by resolution of the Board.

5.4 Deposits

All funds of the Corporation, not otherwise employed, shall be deposited from time to time to the credit of the Corporation in such banks, financial institutions, or other custodians as the Board may select by majority vote.

5.5 Investment Managers

The Board shall have the authority to designate any bank, trust company, or brokerage firm to manage the assets and investment of the assets of the Corporation by majority vote.

ARTICLE 6

Assets, Dissolution

6.1 Assets

The property of this Corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private person.

6.2 Dissolution

Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized exclusively for charitable purposes, and which has established its tax-exempt status under IRC Section 501(c)(3).

ARTICLE 7

Amendments

By two-thirds vote, the Board may amend these Bylaws so long as notice of all proposed amendments is given to all Directors at least twenty-five days in advance of any Board meeting or any request for authorization to take action. Such notice shall set forth with specificity the complete language of the proposed amendment along with the complete language of the current Bylaw affected by the proposed amendment. Notwithstanding the above, any Director may propose changes to the language of any proposed amendment submitted pursuant to this article.

ARTICLE 8

Miscellaneous

8.1 Fiscal Year

The fiscal year of the Corporation shall commence January 1 and terminate December 31 of the current year.

8.2 Definitions

Except as otherwise specifically provided in these Bylaws, all terms used in these Bylaws shall have the same definition as in the California Revised Model Nonprofit Corporation Act.

ARTICLE 9

Chair Emerita(us) and NLLSA Advisory Board

9.1 The Chair Emeritus

- a. Role. Is an advisory role with no voting power within the Board.
- b. The Chair Emerita(us) shall: (i) make every effort to bring all pending items within his or her term to completion; (ii) work cooperatively with the newly elected Chair for a smooth transition between Boards; (iii) aim to keep the outgoing Board connected to NLLSA; and (iv) forward all mail to the Corporation after the expiration of his or her term as Chair.

9.2 The NLLSA Alumni Advisory Board

- a. Purpose. The Purpose of the NLLSA Alumni Advisory Board is to advise, assist, support and advocate for the National Latina/o Law Students Association and its programming, advocacy, academic success, and professional development efforts. The Alumni Advisory Board shall advise NLLSA on the implications of decisions made by the organization. The advisory board has the power to make recommendations to the National Executive Board and has a duty to keep them fully informed on the consequences of actions made by the organization and its members. The recommendations made are non-binding.
- b. Number and General Qualifications. The Advisory Board shall be composed of either 5, 7, or 9 members. The majority of the Advisory Board members shall be composed of Alumni of NLLSA. The Advisory Board members shall have an expressly dedicated interest in improving the operations, programming, and mission success of NLLSA. At no time shall the Advisory Board be liable or responsible for decisions of the General Assembly, Board of Directors, any Regional Executive Board, or any individual

NLLSA officer or executive. Applicants to the Alumni Advisory Board must have a Juris Doctor, be in good moral and ethical standing, and must be at minimum two years after their last NLLSA position, if the applicant is a NLLSA alum.

c. Election. The Advisory Board members are nominated by the National Executive Board, NLLSA membership-at-large, Advisory Board Members, or recommended for appointment by the National Chairperson. Elections shall be voted upon by the National Executive Board, held during a National Board meeting following the conclusion of the Alumni Advisory Board nomination period or during the National Executive Board election. Nominees are not required to be present. The Advisory Board shall be confirmed by a simple majority of the National Executive Board.

d. Terms of Office. The Advisory Board member's term shall be no more than three (3) years in total which can be served consecutively or separately. Advisory Board Members shall be divided with respect to the time for which they severally hold office.

e. Meetings. The Alumni Advisory Board should meet regularly. The Director of Alumni Relations must schedule meetings with the Alumni Advisory Board and the Chair in advance to provide the Alumni Advisory Board adequate time to confirm attendance. The Director of Alumni Relations will take meeting notes and send them to the Secretary of the Board to archive.

f. Information Provided to the Alumni Advisory Board. Upon request, the NLLSA Board must provide reports to the Advisory Board. This may include, but is not limited to, non-confidential officer reports, meeting minutes, and press releases or statements. Confidential reports, including financial reports and records of the National Executive Board and all Regions, copies of all signed contracts, and any other documents with sensitive information may be requested by the Advisory Board with proper notice to the Board.

g. Vacancies. If an Advisory Board member is unable to conclude the duration of their term, the remaining Advisory Board members shall nominate and recommend a qualified individual who will serve a supplemental term to fill the vacant position and supplemental terms will become effective immediately upon confirmation by a simple majority of the National Executive Board and conclude when the Alumni Advisory Board's term is over.

h. Additional Requirements. All members of the advisory committee must be graduates of an ABA approved law school or admitted to practice within at least one of the states of the United States or territories of the United States.

i. Liability. The NLLSA Advisory Board is in no way liable for the actions of NLLSA and/or its members.

j. Tasks. The NLLSA Advisory Board should manage and complete the following tasks annually:

- i. Host events for the Alumni Advisory Board during the NLLSA Annual Conference
 - ii. Support in providing panels/workshops certified for CLE credit geared for practicing attorneys during the NLLSA Annual Conference
- k. Scholarships. Per the guidance of the actual National Executive Board, the Alumni Advisory Board shall:
- i. Manage the Pre-Law scholarships including the application, promotion, and selection to be awarded at the NLLSA Annual Conference
 - ii. Manage the Law student scholarships including the application, promotion, and selection to be awarded at the NLLSA Annual Conference
 - ii. Manage the LSAT prep program sponsorships for Pre-Law students who demonstrate a need for financial assistance

ARTICLE 10

Corporate Governance

10.1 General

The Chair with the assistance of the Vice Chair, Treasurer and Secretary shall ensure that the Corporation complies with federal and states laws in a manner that is compliant with these laws. These policies provide for the systematic review, retention, and destruction of records received or created by NLLSA in connection with the transaction of business. These policies cover all records, regardless of physical form, contain guidelines for how long certain records should be kept and how records should be destroyed.

10.2 Documents Covered

These policies apply to all records in any form, including electronic documents. A record is any material that contains information about NLLSA's plans, results, policies or performance. Anything that can be represented with words or numbers is a business record for purposes of these policies. Electronic documents must be retained as if they were paper documents. Therefore, any electronic files, including information received online, that fall into one of the document types on the schedule must be maintained for a minimum of 7 years as of the adoption of these bylaws, February 2023.

10.3 Document and Information Retention and Destruction

The Chair and Secretary shall ensure that the Corporation is compliant with federal and state laws regarding retention and destruction.

- a. Permanent records. Permanent records are records required by law to be permanently retained and which are ineligible for destruction at any time for any reason. These records are necessary for the continuity of business and the protection of the rights and interests of the organization and of individuals. These include records such as organizational

documents (Articles of Incorporation and Bylaws), Board minutes and policies, federal and state tax exempt status and independent audits.

i. No record, whether or not referenced, may be destroyed if in any way the records refer to, concern, arise out of or in any other way are involved in pending or threatened litigation.

b. Permanent records-categories. While the listings below contain commonly recognized categories of records, the list should not be considered as having identified all records that NLLSA may need to consider for permanent and non-permanent status. In particular, and as noted above, any documents that are, or may be involved in pending or threatened litigation, must be retained. The nonprofit's legal counsel should be asked to assist in determining what records must be retained.

Corporate Records – Permanent

Annual Reports to Secretary of State/Attorney General
Articles of Incorporation
Board Meeting and Board Committee Minutes
Board Policies/Resolutions
By-laws
Construction Documents
Fixed Asset Records
IRS Application for Tax-Exempt Status (Form 1023)
IRS Determination Letter
State Sales Tax Exemption Letter
Board Evaluations
Transition Memos

Accounting and Corporate Tax Records - Permanent

Annual Audits and Financial Statements
Depreciation Schedules
General Ledgers
IRS 990 Tax Returns

Bank records – Permanent

Payroll and Employment Tax Records – Permanent

Payroll Registers
State Unemployment Tax Records
Employee Records – Permanent
Employment and Termination Agreements B. Nonpermanent retention
Retirement and Pension Plan Documents

Legal, Insurance and Safety Records - Permanent

Appraisals
Copyright Registrations

Environmental Studies
Insurance Policies
Real Estate Documents
Stock and Bond Records
Trademark Registrations

c. Non-permanent retention. Documents with non-confidential information, such as designs, images, receipts, Board evaluations and other documents that the Chair and the Treasurer with the advice of the Alumni Advisory Board may be retained for no less than 3 years or however considered by the simple majority vote of the Board.

d. Storage of Data

i. NLLSA's records will be stored in a safe, secure and accessible manner. All documents and financial files that are essential to keeping NLLSA's operating in an emergency will be duplicated or backed up at least every week and maintained electronically in a secured password protected filing system or database.

ii. All other documents and financial files will be duplicated or backed up periodically as identified by the Chair, Treasurer, Secretary or other person as designated by the Chair.

iii. The Main Four Executive Directors will be charged with storing, securing, and maintaining the filing system or database.

e. Evaluation of Board Members. The evaluations shall serve as a method to assess performance and improve Board functions. Evaluations must only be used as evidence for removal if any of the Officers evaluated are in clear violation of § 2.10. The method of evaluation should encourage collaboration, task improvement, and must be conducted in a discrete and confidential manner between peer-review(s) and the Director. The evaluation must be done periodically (30, 60, or 90 day) and must be based on a Director's ability to complete assigned tasks, their conduct, and compliance with the requirements in these bylaws. The evaluations must be clearly documented and stored by the Secretary or Treasurer.

i. The Chair with assistance from the Secretary will conduct evaluations of the Seven Executive Directors and the Seven Regional Directors.

ii. The Vice Chair and the Treasurer will conduct evaluations of the Chair and Secretary.

iii. The Chair and the Attorney General will conduct evaluations of the Treasurer.

Updated February 28, 2023

AMENDMENTS

December 2009:

AMENDED Article 1 Section 1.5, Article 2 Sections 2.1, 2.4, and 2.6. ADOPTED Article 6: Assets, Dissolution, amending former Article 6 to be Article 7, and former Article 7 to be Article 8. Proposed on December 1, 2009. Approved on December 30, 2009 by majority vote.

December 2010:

AMENDED Article I Sections 1.3 and 1.5, Article 2 Sections 2.1, 2.2, and 2.4, Article 3 Sections 3.1, 3.2, 3.3, 3.4, and 3.5, Article 4, and Article 8. Proposed on December 30, 2010. Approved on January 23, 2011, by majority vote.

May 2017:

AMENDED the cover page address, Article 1 Section 1.4, and the Bylaws Certificate. Proposed on May 21, 2017. Approved by majority vote of the Board by June 15, 2017.

July 2017:

AMENDED Article 8, Section 1. Proposed on April 23, 2017. Approved on July 26, 2017, by majority vote.

May 2020:

AMENDED Article 3, Section 3.2. Proposed on May 14, 2020. Approved on May 17, 2020, by majority vote.

November 2020:

AMENDED Article 9 added from 2020 Conference vote: Article 9, Sections 10 and 11 proposed October 2020. Approved on November 15, 2020, by majority vote.

February 2023:

AMENDED Articles 1 through 9 changing verbiage, adding new clauses, and amending various sections. ADOPTED Article 10: Corporate Governance. Pending Approval...

January 2024:

AMENDED Article 1, Section 4 for guidance on proper use of NLLSA name, seal, and logo, Articles 2 and 3 for inclusion of Director of Pre-Law Division Affairs and duties, a Sexual Misconduct Policy reflecting the newly established NLLSA Code Conduct, and updated verbiage in various clauses for clarity. Proposed on January 20, 2024. Approved on February 3, 2024, by majority vote.

National Latina/o Law Students Association, Inc.

d/b/a
NLLSA, Inc.

BYLAWS CERTIFICATE

The undersigned certifies that she is the Chairperson of the National Latina/o Law Student Association, dba NLLSA, Inc., a California nonprofit corporation (hereinafter the "Corporation"), and that, as such, the undersigned is authorized to execute this certificate on behalf of the Corporation, and further certifies that attached hereto is a complete and correct copy of the presently effective Bylaws of the Corporation.

Dated: January 23, 2011.

Barbara R. Barreno

UPDATED BYLAWS CERTIFICATE

The undersigned certifies that he is the Chairperson of the National Latina/o Law Student Association, dba NLLSA, Inc., a California nonprofit corporation (hereinafter the "Corporation"), and that, as such, the undersigned is authorized to execute this certificate on behalf of the Corporation, and further certifies that attached hereto is a complete and correct copy of the presently effective Bylaws of the Corporation.

Dated: July 27, 2017.

Signed,
Alex A. Pena

UPDATED BYLAWS CERTIFICATE

The undersigned certifies that she is the Chairperson of the National Latina/o Law Student Association, dba NLLSA, Inc., a California nonprofit corporation (hereinafter the "Corporation"), and that, as such, the undersigned is authorized to execute this certificate on behalf of the Corporation, and further certifies that attached hereto is a complete and correct copy of the presently effective Bylaws of the Corporation.

Dated: May 17, 2020.

Signed,
Brenda Solorzano

UPDATED BYLAWS CERTIFICATE

The undersigned certifies that she is the Chairperson of the National Latina/o Law Student Association, dba NLLSA, Inc., a California nonprofit corporation (hereinafter the "Corporation"), and that, as such, the undersigned is authorized to execute this certificate on behalf of the Corporation, and further certifies that attached hereto is a complete and correct copy of the presently effective Bylaws of the Corporation.

Dated: November 15, 2020.

Signed,
Brenda Solorzano

UPDATED BYLAWS CERTIFICATE

The undersigned certifies that she is the Chairperson of the National Latina/o Law Student Association, dba NLLSA, Inc., a California nonprofit corporation (hereinafter the "Corporation"), and that, as such, the undersigned is authorized to execute this certificate on behalf of the Corporation, and further certifies that attached hereto is a complete and correct copy of the presently effective Bylaws of the Corporation.

Dated: March 4, 2023

Signed,
Jeremy A. Garcia

UPDATED BYLAWS CERTIFICATE

The undersigned certifies that she is the Chairperson of the National Latina/o Law Students Association, d/b/a NLLSA, Inc., a 501(c)(3) California nonprofit corporation (hereinafter the "Corporation"), and that, as such, the undersigned is authorized to execute this certificate on behalf of the Corporation, and further certifies that attached hereto is a complete and correct copy of the presently effective Bylaws of the Corporation.

Dated: February 17, 2024.

Signed,
Kristin A. Paradisis