Bylaws

LATINO COALITION OF LOS ANGELES BYLAWS

ARTICLE I. NAME AND PURPOSE

1.10 NAME

- 1.11 The name of this organization shall be the Latino Coalition of Los Angeles (hereinafter referred to as "LCLA").
- 1.12 LCLA does not discriminate on the grounds of race, color, creed, national origin, sex, age, religion, ethnicity, sexual orientation, economic status, or persons with disabilities as defined by the Americans with Disabilities Act of 1990.

1.20 PURPOSE

- 1.21 LCLA will, on behalf of the marginalized communities, strive to:
 - (a) Act as a vehicle to educate and facilitate civic engagement of marginalized communities in political processes;
- (b) Make efforts to address inequities and injustices in marginalized communities in all levels of society;
- (c) Provide platforms to convene multicultural and intergenerational communities to address institutional concerns with the purpose of brokering community-driven systemic solutions;
- (d) Enhance visibility of elected officials that support our mission, vision, and goals;
- (e) Promote participation and representation of its members in all forms of the political process;

(f) Recruit, train and support candidates to run for public office, and/or those individuals who support issues important to marginalized communities and individuals.

1.30 REGIONS/ADDRESS

- 1.31 REGION The primary region shall comprise the entire City of Los Angeles; County of Los Angeles, and California at-large.
- 1.32 OFFICE LCLA will have its principal office at 506 S Spring St., Suite 13714, Los Angeles, CA 90013
- 1.33. ADDRESS The Board of Directors has full power and authority to change the principal office from one location to another. Any change of address will be noted by the Secretary in these Bylaws but will not be considered an amendment of these Bylaws.

ARTICLE II. BOARD OF DIRECTORS

2.10 BOARD OF DIRECTORS (BOARD MEMBERS)

- 2.11 COMPOSITION The Board of Directors shall be composed of at least five and no more than twenty-one members.
- 2.12 BOARD MEMBERS All individuals established by these bylaws shall be members of board.
- 2.13 POWERS Subject to the provisions of these bylaws, the board shall be responsible for the business and affairs of the organization as stated by Section 1.20.
- 2.14 QUALIFICATIONS Directors elected to the board shall be active members of the LCLA for at least six months prior to election to the board, except when the board exempts that requirement by a two-thirds (2/3) vote.
- 2.15 INELIGIBILITY Elected Officials or declared candidates shall not serve on the Board of Directors. Resignation to be provided in writing ten (10) day period of declared candidate announcement
 - a. Exempt offices Include: Neighborhood Council. Assembly District Delegates,

ARTICLE III. MEMBERSHIP

3.10 CLASSES OF MEMBERSHIP AND RIGHTS

LCLA will have four classes of membership: General Members, Board of Directors, Advisory Board Members, and Active Alumni.

3.20 MEMBERSHIP ELIGIBILITY

3.21 *General Membership* –Must pay dues, attend a minimum of 6 General Membership Meetings, 2 Signature events, and be encouraged to be an active member of at least 1 Standing Committee.

- a. INELIGIBILITY Elected Officials or declared candidates cannot serve as general members. Resignation to be provided in writing within ten (10) day period of declared candidate announcement
- b. Exempt offices Include: Neighborhood Council, Assembly District Delegates, and/or other offices not representing a voting constituency

3.22 *Board of Directors Membership* – Must pay dues, attend a minimum of 9 Membership Meetings, 3 Signature events and participate in endorsement activities.

3.23 Advisory Board Membership—Must pay dues, attend a minimum of 6 Membership Meetings, and 3 Signature events. Must be voted in by two-thirds (¾) majority of the Board of Directors.

- a. INELIGIBILITY Elected Officials or declared candidates shall not serve on the Advisory Board. Resignation to be provided in writing within ten (10) day period of declared candidate announcement
- b. Exempt offices Include: Neighborhood Council, Assembly District Delegates, and/or other offices not representing a voting constituency

3.24 *Active Alumni Membership* – Must be a former General Member, Board Member, or Advisory Board Member. Be a supporter of LCLA's activities, committees, and events.

3.25 *Pricing* - Membership pricing is as follows:

- General Membership Students/Seniors/Persons with Disabilities: \$25
- General Membership All Others: \$50
- Active Alumni: \$0
- Advisory Board Members: \$100
- Board of Directors: \$250

3.30 MEMBERSHIP ONBOARDING

3.31 ONBOARDING – General Members, Advisory Board, and Board of Directors Members must complete a Pledge Form prescribed by the Membership Committee. Incoming members will have **90 days** from the day they sign the Pledge Form to pay the dues for Membership, as provided in these Bylaws.

- a. If there are any votes regarding endorsements, the applicant must have attended at least one General Membership meeting in the past **90 days** and paid their dues to be eligible to vote.
- b. Additionally, if newly added General Members do not complete all requirements for General Membership after paying dues, as provided in these bylaws, General Membership will be rescinded. Reimbursements **WILL NOT** be provided.
- c. Board of Directors & Advisory Board Members must submit a completed Non-Disclosure Agreement
- d. Board of Directors must submit their signature on most updated LCLA Bylaws

3.32 GENERAL MEMBERSHIP – In order to become a General Member, each incoming member shall:

- A. Fill out a Pledge Form and pay annual membership dues
- B. Read and abide by the LCLA Bylaws and Articles of Incorporation
- C. Will fulfill the requirements of General Membership as stated in these Bylaws
- D. Believe, abide, and promote the mission of the LCLA

NOTE: Exceptions to requirements can be made to incoming members on a case-by-case basis in a closed session with the Board of Directors.

3.33 TIME – The following Membership Positions must be renewed upon original payment: General Membership, Board of Directors, and Advisory Board Membership.

3.40 MEMBER RIGHTS

3.41 MEMBER RIGHTS - Only Active Members have rights to run for LCLA office. Active Membership is determined by successfully completing all requirements for General Membership as stated in Section 3.20

ARTICLE IV. MEETINGS

4.10 MEETINGS

4.11 LOCATION – All meetings of the Board will be held at the principal office of the LCLA as specified in Section 1.30 of these Bylaws, or at other specified locations as determined by the Board of Directors including virtual meeting spaces.

4.12 TIME – Regular meetings of the LCLA shall convene each fourth Thursday of each month at 6 p.m. in the principal office location or as decided by the Board of Directors.

4.13 SPECIAL MEETINGS – Special meetings may be called in the following manner:

- (a) Upon call of the LCLA President;
- (b)Upon call of the LCLA President within 15 days following their receipt of a written request signed by 20% of the voting members of the LCLA; or
- (c) Upon call of the LCLA Board of Directors

4.14 RULES – All meetings shall be conducted in compliance with the latest version of the Robert's Rules of Order except as otherwise provided in these Bylaws as interpreted by the Vice President or the President with the assistance of the Board Secretary. The latest version of the Robert's Rules of Order can be found at

http://www.rulesonline.com

4.15 ACTION WITHOUT MEETING – Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board individually or collectively consent to that action. Consent must be filed with the minutes of the proceedings of the Board. Action by consent has the same force and effect as the unanimous vote of the Board.

4.20 NOTICES

4.21 PROCEDURE – Notice of regular and special meetings of the LCLA shall be given by the Board Secretary. They shall publicize the notices in all available forms of communication including email, posting on the LCLA website, and social media pages at least 3 days prior to the convening of each meeting.

4.22 SHORTEN NOTICE – If, upon good cause, the time is shortened, notice may be given by phone, , email and/or all available forms of communication including posting on the LCLA website and/or social media pages at least one day prior to the meeting.

4.30 QUORUM

4.31 Two-thirds or sixty-seven (67)) percent of the LCLA Board of Directors shall constitute a quorum for a general meeting.

4.32 ADJOURNMENT FOR LACK OF QUORUM – In the absence of a quorum, no business may be transacted at any meeting of members, except as provided in Section 4.13 of these Bylaws. The only motion that the chair may entertain is a motion to adjourn. The meeting may be adjourned from time to time by the vote of a majority of the votes. If adjourned for less than 30 days, no notice of the adjourned meeting need be given. However, if a meeting is adjourned to another time or place, and thereafter a new record date is fixed for notice or voting, notice of the adjourned meeting must be given to each member of record who, on the record date for notice of the meeting, is entitled to vote at the meeting. No meeting of members may be adjourned for more than 45 days.

4.33 LOSS OF QUORUM – The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum, if any

action taken, other than adjournment, is approved by at least a majority of members required to constitute a quorum.

4.40 VOTING

4.41 BOARD MEMBERS – All Board members have full voting privileges. A person must be a general member for at least 15 days prior to election to be eligible to participate in the election of officers, including voting and running for LCLA office.

4.42 ADVISORY AND GENERAL MEMBERS – All Advisory and General members in good standing are entitled to a recommendation of vote. Advisory and General members can give a recommendation of vote on specific action items before the Board of Directors vote on the item.

a. Elected Officials, declared candidates, and elected official staffers must abstain from voting in all LCLA official business

4.43 SECRET BALLOT – No vote by secret ballot shall be taken at any meeting of the LCLA.

ARTICLE V. OFFICERS, BOARD COMPOSITION AND POWERS

5.10 PROXY

5.11 The officers of this organization shall be a President, Vice President, Treasurer, and Secretary. These officers will constitute the Executive Board. An alternate officer will be named in the absence of the Secretary, however, that alternate will not be an Executive Board Member.

5.20 DUTIES AND RESPONSIBILITIES OF OFFICERS

5.21 THE PRESIDENT shall be the principal executive officer and spokesperson of this organization, and its Executive Board. They shall do everything necessary to carry into effect the purposes of this organization. The President shall preside over meetings, and shall be responsible for the overall direction of the LCLA activities. The President will chair the Fundraising Committee. The President must perform all duties incident to the office and any other duties as may be required by law, by the organizational

instruments, or that may be assigned to them from time to time by the Board.

5.22 THE VICE PRESIDENT shall be the principal executive officer and spokesperson of the Executive Board in the absence of the President. They will report to the President. It is the intent of this LCLA to allow broad authority to the Vice President to carry out the goals of the LCLA. The Vice President shall act to assist the President. In the absence of the President, or in the event of the President's inability or refusal to act, the Vice President will perform the duties of President. When acting as President, the Vice President has all the powers of, and is subject to all the restrictions on, the President. The Vice President holds such other powers and performs other duties as may be prescribed by these Bylaws, or which may be assigned to them from time to time by the Board or by LCLA members.

- 5.23 THE TREASURER shall take custody of funds raised by this organization for use. The Treasurer of the LCLA shall have the following duties and responsibilities:
- (a) Have charge and custody of, and be responsible for, all funds and securities of the budget, and deposit all funds in the name of the organization in the banks, trust companies, or other depositories selected by the Board;
- (b) Receive, and give receipts for, monies due and payable to the organization from any source;
- (c) Disbursement of the funds of the organization as may be directed by the Board of Directors, taking proper vouchers for the disbursements;
- (d) Keep and maintain adequate and correct accounts of the organization's properties and business transactions, including but not limited to: accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
- (e) Exhibit at all reasonable times the books of account and financial records to any Board Member or to their agent or attorney, on request; and
- (f) Exhibit at all reasonable times to any general member, their agent or attorney, on written demand for a purpose reasonably related to the interests of the member, the books of account and financial records of the organization, and exhibit these records at any time when required by the demand of 10 percent or more of the general members.

5.24 THE BOARD SECRETARY shall maintain all records of the LCLA. The Secretary shall have the following duties and responsibilities:

- (a) Certify and keep at the principal office of the Latino Coalition of Los Angeles the original or a copy of its Bylaws as amended or otherwise altered to date, and keep at that office the original or a copy of the Articles of Incorporation as amended to date;
 - (b) Keep at the principal office of the LCLA a book of minutes of all meetings of the Board and members, recording the time and place of holding, whether regular or special, and, if special, how authorized, notice given, the names of the present Board and general member's at the meetings, and the proceedings thereof;
 - (c) See that all notices are duly given in accordance with the provisions of these Bylaws or as may be required by law;
 - (d) Be custodian of the records of the LCLA;
 - (e) Keep at the principal office of the LCLA a membership book containing the name and address of each member. If a membership terminates, that fact must be recorded in the book, together with the manner of termination and the date on which the membership ceased;
 - (f) Exhibit at all reasonable times to any Board Member or elected officer of the organization, or to their agent or attorney, on request, the Articles, the Bylaws, the membership book, and the minutes of the proceedings of Board and members' meetings;
 - (g) Exhibit at all reasonable times to any voting member, or to their agent or attorney, on written demand, for a purpose reasonably related to the interests of that member, the Articles, the Bylaws, and the minutes of Directors' or members' meetings. The Secretary must exhibit these records at any time when required by the demand of 20 percent or more of the general members;
 - (h) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles/Constitution of the organization or by these Bylaws, or that may be assigned to the Secretary from

time to time by the Board or by the members.

i) Shall distribute messages from the LCLA, the President or other officers to all members.

5.26 BOARD MEMBERS shall have voting rights in all LCLA elections, attend seventy-five (75) percent of all Board meetings, a minimum of 9 General Membership Meetings, seventy-five (75) percent of all Signature events, and participate in at least twenty-five (25) percent of endorsement activities.

5.27 ELECTION OF BOARD OF DIRECTORS

5.28 All Executive Board member(s) shall be elected every year in the January General membership meeting, unless circumstances call for special elections;

5.29 Candidate(s) for office must be a member of the LCLA in good standing for at least six months prior to the election (¾), unless this requirement be waived by a two-thirds majority vote by the Board

5.30 All officers will be elected by the vote of a majority of the Board at membership and special meetings.

5.31 Current Board Members may nominate additional individuals to the Board. Nominations shall be confirmed with a two-thirds (%) majority vote.

5.32 TERMS OF OFFICE

5.33 The term of office for all positions on the Board of Directors, with the exception of the position of President, shall be every year or until a successor is elected by the Board, except as otherwise provided in these Bylaws.

a) The term of office for the President shall be two years or until a successor is elected by the Board, except as otherwise provided in these Bylaws.

5.34 Executive Board Officers may serve three (3) consecutive terms in the same position, but may re-run for that same position after a complete two year cycle has lapsed. An officer may serve more than three (3) consecutive terms only if no other candidate runs for that position and the Board members of the organization re-elect them with at least 90% of the vote cast.

5.35 Board of Directors may serve three (3) consecutive terms as a board member. A Board member may serve more than three (3) consecutive terms only if Board members of the organization re-elect them with at least 90% of the vote cast.

5.36 VACANT OFFICE

5.37 Vacancy in any office shall be filled by special election only in cases where the unexpired term in question exceeds six (6) months. In cases where the unexpired term equals six (6) months or less, a vacant officer's position shall be filled through an appointment and confirmed by the Board with a two-thirds (2/3) majority vote

ARTICLE VI. REMOVAL OF OFFICERS

6.10 REMOVAL OF OFFICERS – An officer of this organization may be removed from office for misconduct or neglect of duty in office.

- (a) A majority of the Board must sign and submit to the Board Secretary a written Statement of Charges containing grounds for removal.
- (b) Upon receipt of the Statement of Charges, the Board Secretary shall send a letter to the accused officer with the President CC'd by registered email: a copy of the Statement of Charges and a letter stating that the accused officer may either resign or have a hearing by way of motion for removal at the next general meeting.
- (c) If the accused officer does not resign, the Board Secretary shall send a copy of the Statement of Charges to all Board members along with the notice for the next meeting; and at which time, the accused officer shall be afforded an opportunity to respond to the charge. After the hearing, upon a motion for removal made by one of the signatories to the Statement of Charges, the accused officer may be removed by two-thirds majority (2/3) vote of all Board members, provided that at least 33 ½ percent of Board members of the LCLA are present and voting. If 33 ½ percent of the Board members are not

present and voting, then the meeting shall be continued to a later date within fifteen (15) days.

(d) Board members who choose to resign from their responsibility can do so by providing written notice via text, email, and other communication platforms used by the Board.

ARTICLE VIL MEMBERSHIP DUES

7.10 MEMBERSHIP DUES – Annual membership dues for all members shall be determined by the Board. Payment of dues shall not be obligatory for any member to whom it constitutes an economic hardship as determined by the Board.

7.20 DUES AND ASSESSMENTS - All general membership considerations are subject to approval or denial at any time by the Board with a two-thirds majority (%) vote .

- (a) Application No fee will be charged for individuals awaiting membership approval
- (b) Annual Dues All members must pay annual dues in the amount determined by resolution of the Board. The first annual dues of each member is payable and must be submitted within 90 days after being an active member or signing the Pledge Form. Future annual dues are due and payable on the anniversary date of the member's admission to the Latino Coalition of Los Angeles.
- (c) Assessments of Waiver Dues Any person may apply for waiver of their annual dues based on economic hardship. The eligibility for the waiver will be determined by the Board.
- (d) Transition of Membership The Board may provide by resolution for the transition of memberships within any class or classes, with or without restriction or limitation, including transfer on the death, dissolution, merger, or reorganization of a member.

ARTICLE VIII. STANDING COMMITTEES

8.10 STANDING COMMITTEES – The Standing Committees are permanent working panels established by these Bylaws. These standing committees consider issues pertinent to the organization They have oversight responsibility to monitor its activities within their jurisdictions and recommend measures for consideration for their committee and LCLA.

8.11 Each Standing Committee shall consist of a Chair or two Co-Chairs voted by committee members two-thirds (2/3) majority vote.

8.12 The Board reserves the right to appoint committee Chairs, as well as remove a Chair upon the recommendation by committee members.

8.13 Committees will submit a committee report to the Committee's Chair that includes the meeting's agenda, minutes, and next steps everytime the committee has a meeting with members.

8.14 **TERMS OF APPOINTMENTS** – The Executive Board and each Chair of a Standing Committee serve until the earlier of (1) the next election year of the Board and until a successor is nominated and confirmed, (2) the Committee is dissolved, (3) the individual is removed as a Board Member or officer, (4) the termination of the individual's membership in the association, or (5) the individual otherwise ceases to qualify for the Committee. Chairs and members of Ad Hoc Committees serve as such for the life of the Committee unless they are sooner removed, resign, or cease to qualify as the Chair or a member of the Committee.

8.15 LCLA will have the following Standing Committees:

8.20 CIVIC ENGAGEMENT COMMITTEES

Committee Objective: The Civic Engagement Committee shall increase civic engagement among marginalized communities. Ad Hoc Committees shall be created as needed for specific purposes or activities and designated from time to time by resolution of the Board.

a) Disseminating informational material, hosting informational meetings, conducting community panels and investing resources into marginalized communities.

8.30 COMMUNICATIONS COMMITTEE

Committee Objective: The Communications Committee is responsible for managing all external communications of the organization. These tasks include the following: prepare, compose, correspond to organizational messaging, and post and/or distribute via interactive media, including but not limited to, internet, e-mail, mail, social networks, website, social media, etc.

Primary Roles and Responsibilities:

- a) Focuses on promoting events, initiatives, resources, campaigns, and partnerships
- b) Engaging individuals on our social media platforms and website
- c) Updating and keeping a consistent design and messaging for all LCLA platforms
- d) Recommend new ways LCLA can communicate with its members and other interested parties

8.40 ENDORSEMENT COMMITTEE

Committee Objective: The Endorsement Committee will oversee and process all endorsement requests that are submitted to LCLA. The committee will take action on interviewing candidates and making endorsement recommendations to the Board for a vote.

Primary Roles and Responsibilities:

- a) Review all questionnaires received from candidates seeking endorsement from LCLA
- b) Recommend LCLA's role on political races and sequent involvement c) Set date and location for candidate meetings and provide all materials needed for the interview
- d) Committee members will participate in the candidate interviews and vote on endorsement recommendations
- e) Evaluate each race and make an endorsement recommendation to the Board.

8.50 FUNDRAISING COMMITTEE

Committee Objective: The Fundraising Committee is established for the purpose of raising funds to support LCLA projects and initiatives.

Primary Roles and Responsibilities

- a) Set and meet fundraising goals
- b) Host fundraising events throughout the year
- c) Help to identify new prospects and potential funders
- d) Allocate time to meet with or contact donors and prospects

8.60 MEMBERSHIP COMMITTEE

Committee Objective: The Membership Committee monitors all aspects of membership, including invitations, retention and education—bringing in new members, informing them about LCLA activities, and ensuring that the member experience reflects the expectations set by the Bylaws

Primary Roles and Responsibilities

- a) Hosting quarterly mixers to recruit new members
- b) Documenting sign-in sheet for all LCLA events.
- c) Attending community meetings and events as representatives of LCLA
- d) Tracking membership fees, payments, and forms
- e) Documenting and maintaining information on expiring, renewal, and new memberships

8.70 YOUTH COMMITTEE

Committee Objective: The Youth Development Committee's primary objective is to provide a platform for youth advocacy and empowerment, enabling members to share resources and opportunities for their educational, personal, and professional development

Primary Roles and Responsibilities:

- a) Provide resources to ensure youth attain equitable access to education
- b) Developing educational and empowering programming for youth participants
- c) Informing youth on the importance of civic engagement and navigation of political processes

8.80 WOMEN'S COMMITTEE

Committee Objective: Build and empower a supportive network of women and femme self-identified individuals to become tomorrow's leaders through inspiring and educational sessions.

Primary Roles and Responsibilities

- a. Host meetings highlighting different themes and guest speakers b. Grow community of empowered women through community engagement c. Establish a professional network among participants
- d. Strengthen and build solidarity among committee members
- **8.60 COMMITTEE VACANCIES** Vacancies on any Committee may be filled for the unexpired portion of the term in the same manner as provided in the case of original appointments.
- **8.70 COMMITTEE QUORUM** A majority of a Standing Committee constitutes a quorum. The act of a majority of the members present at a meeting at which a quorum is present constitutes the act of the Committee. Unless otherwise provided in the resolution of the Board designating the Committee, Ad Hoc Committees act under the direction of their respective Chairs without any requirement as to a quorum.
- **8.80 RULES** Each Committee may adopt rules for its own government and procedure not inconsistent with law, with these Bylaws, or with the rules, regulations, and resolutions adopted by the Board.

ARTICLE IX. AMENDMENT OF BYLAWS

- **8.90 PROCEDURE** These Bylaws become effective on their being signed by the original Members of the Board as named in Article/Constitution or on their adoption by the vote or written consent of a majority of the voting members of the LCLA. Bylaws may be amended or repealed, in whole or in part.
- 9.10 Any proposed amendment shall be presented to the Executive Board in writing.

The proposed amendment shall be presented by the Executive Board at a subsequent LCLA meeting.

9.11 Notice of Bylaws amendments shall be provided to the members at least ten (10) days prior to the meeting at which the amendments will be considered.9.12 An amendment shall be approved by an affirmative vote of two-thirds (2/3) majority of the LCLA members present and voting.

9.13 Except as provided in these Bylaws, the latest version of the Robert's Rules of Order shall govern the Bylaws amendment procedure.

ARTICLE X. CERTIFICATION AND INSPECTION

10.10 The original or a copy of the Bylaws, as amended or otherwise altered to date, certified by the Board Secretary of the Latino Coalition of Los Angeles, will be recorded and kept in a book that will be kept at the principal office of the Latino Coalition of Los Angeles in California. The book will be open to inspection by the members at all reasonable times during regular office hours.

We, the undersigned, are all of the persons named as the initial Board of Directors in the [Articles *or* Constitution] of this Latino Coalition of Los Angeles. We hereby consent to and adopt these Bylaws as the Bylaws of this Association.

_____4/29/2021_____ Dated:

Ingrid Rivera- Guzman, President

Longrad Curoras



Christian Boche, Vice President



Victor Cruz Jr., Secretary



Edmundo Diaz , Treasurer

Jake Montoya, General Board Member

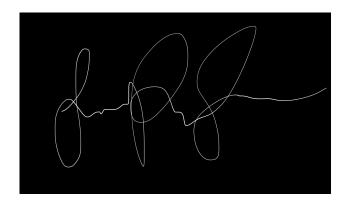


Edwin Arango, General Board Member



Alan Antonio , General Board Member

Cindy Villegas, General Board Member



CERTIFICATE OF SECRETARY OF LATINO COALITION OF LOS ANGELES

I hereby certify that I am the duly elected and acting Secretary of this association and that the foregoing Bylaws, comprising nineteen (19) pages, constitute the Bylaws of this association as duly adopted at a meeting of the Board held on 6/3/2021.

_____ Dated: 6/3/2021

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Victor Cruz, Secretary