

## BY-LAWS

### LATINO NETWORK

#### ARTICLE I: PRINCIPAL PLACE OF BUSINESS AND SERVICE AREA

Section 1. The principal place of business of Latino Network shall be the COUNTY of Riverside, state of California, at such place as shall be designated by the Board of Directors. The Board of Directors may establish additional offices or places of business at other places within the greater Riverside area.

Section 2. The greater Riverside area will be the primary service area.

#### ARTICLE II: PURPOSE

Section 1. Latino Network provides support to the social, cultural, health and educational issues affecting and impacting the Latino community in Riverside and surrounding areas and promotes the dissemination of information and the sharing of resources. Latino Network will serve all people regardless of race, color, ethnicity, creed, gender, sexual orientation, disability, age or income.

Section 2. Latino Network is organized exclusively for education and charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986.

Section 3. Latino Network shall be a nonprofit, non-partisan, and non-sectarian organization, conforming to the provisions of Section 501 (c) (3) of the Internal Revenue Code and the laws of the State of California governing nonprofit organizations. As such, Latino Network is prohibited from directly or indirectly participating in any political campaign on behalf of (or in opposition to) any candidate for elective office.

As a Section 501 (c) (3) nonprofit organization, Latino Network may engage in legislative advocacy and issue-related advocacy

#### ARTICLE III: BOARD OF DIRECTORS

Section 1. The government and management of this organization shall be conducted and all corporate power shall be exercised by and under the direction of the Board of Directors. The Board of Directors shall make such rules and regulations for the management and operation of Latino Network not inconsistent with law, the Articles of Incorporation and these by-laws as may be deemed proper and expedient.

Section 2. The Board of Directors may delegate the management of the activities of Latino Network to any person or persons, management company, or committee however composed, provided that the activities and affairs of Latino Network shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors. Until such time that Latino Network is financially able to provide income for all designated personnel, a volunteer committee of the Board of Directors may manage the daily operations of Latino Network.

Section 3. Without limiting the generality of Section 2 of this Article III, the Board of Directors may authorize any officer in the name of and on behalf of Latino Network, to enter into any contract or execute and deliver any instrument or to sign checks, drafts or other orders for payment of money or notes or

other advance evidence of indebtedness; and, unless so authorized by the Board of Directors, no officer shall have the power or authority to bind Latino Network by either contract or engagement, to pledge its credit or to render it financially liable for any purpose or in any account.

Section 4. Any paid member subscribing to the purpose of this organization and meeting the guidelines set forth in Article IV – Membership is eligible for nomination and election to the Board of Directors. Board of Directors may not be a paid employee of Latino Network.

Section 5. Board of Directors shall consist of at least seven directors with up to a maximum number of fifteen directors, the exact number to be determined by the Board of Directors (or, immediately following incorporation, by the incorporators) from time to time. Members of the Board of Directors will be either representative from community organizations or members of the community at large. Two-thirds of the Board must be residents of Latino Network's primary service area as defined in Article I of these by-laws.

Section 6. Each newly-elected director shall have a term of three years, except:

- a) Directors appointed by the incorporators shall be appointed in equal numbers (or as nearly as possible given the total number of directors) to one, two and three year terms.
- b) Upon an increase in the number of directors, newly-elected directors may be elected to one or two year terms as necessary, to achieve, as nearly as possible, the annual re-election of directors for one-third of the positions on the Board of Directors.
- c) A director may be elected to serve the remaining term of a director who has resigned or whose position is otherwise vacated.
- d) The term of office shall ordinarily begin on January 1 and end on December 31.
- e) The director will assume office at the meeting at which the director is elected to said office immediately following the vote, except for directors elected to a regular term which begins on January 1 designated in the resolution and ends on December 31 designated in the resolution.
- f) No director may serve more than three consecutive terms, whether full three-year terms of partial terms.

Section 7. Any director who has three unexcused absences from regular meetings of the Board of Directors within a given year will be considered to have resigned. The director will be notified in writing that such resignation has been considered and accepted. Any director may resign from the Board of Directors at any time with written notice to the President or Secretary.

Section 8. Any officer or director can be removed from office, with or without cause, by a two thirds (2/3) vote of the total membership of the Board of Directors at any meeting of the Board of Directors.

Section 9. All directors of Latino Network shall serve without compensation. However, a director's actual expenses incurred of behalf of Latino Network, including without limitation expenses incurred in attending Board of Directors or committee meetings, may be paid at the discretion of the Board of Directors.

Section 10. Latino Network shall have the power to purchase and maintain insurance on behalf of any agent of Latino Network against liability asserted against or incurred by the agent in such capacity or

arising out of the agent's status as such whether or not Latino Network would have the power to indemnify the agent against such liability under the provisions of these Bylaws, provided however, that Latino Network shall have no power to purchase and maintain such insurance to indemnify any agent of Latino Network for a violation of the California Nonprofit Corporation Law.

#### ARTICLE IV: OFFICERS

Section 1. The officers of the corporation shall be President, Vice President, Secretary and Treasurer, elected annually by the Board of Directors for two year terms from January 1 through December 31. All officers must be members of the Board of Directors at the time of their election. The Board of Directors may also fill any vacancy, in any of the following offices, however created.

- A. **PRESIDENT:** It shall be the duty of the President to preside at all meetings of the Board of Directors, appoint committee chairpersons, and serve as an ex-officio member of all committees. The President shall present goals and objectives for Latino Network to the Board of Directors and shall make a report at the annual meeting concerning the past year's activities and the opportunities and challenges facing Latino Network and its purpose as defined in Article II of these by-laws.
- B. **VICE PRESIDENT:** In the absence of the President, the Vice President shall perform the duties of the President unless otherwise instructed by the Board of Directors.
- C. **SECRETARY** The Secretary shall keep a record of all proceedings of the Board of Directors, give notice of all meetings and maintain the official correspondence of Latino Network. The Secretary shall affix the corporate Seal of Latino Network to such documents as these by-laws or as the Board of Directors shall, from time to time, require.
- D. **TREASURER:** The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of Latino Network, including accounts of its assets, liabilities, receipts, disbursements, gains losses, capital and surplus. The books of account shall, at all times, be open to inspection by any director.

The Treasurer shall deposit or cause to be deposited all monies and other valuables in the name of and to the credit of Latino Network in such banks or depositories as may be approved by the Board of Directors and shall render to the President and the Board of Directors, whenever either of them request it, an account of any and all transactions and a statement of the financial condition of Latino Network and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these by-laws.

The Treasurer shall propose an annual budget to the Board of Directors, for their consideration and approval, prior to January 31<sup>st</sup> of calendar year.

The Treasurer shall prepare, or cause to be prepared, any filing or report required by any local, state or federal jurisdiction and present such filings to the Board of Directors, their consideration and approval, at least thirty (30) days prior to the due date of such required filing or report. The Treasurer shall file or cause to be filed, any filing or report required by any local, state or federal jurisdiction, after such filing or report has been approved by the Board of Directors and prior to the relative due date of such filing or report.

The Treasurer shall chair the Finance Committee.

ARTICLE V: STANDING COMMITTEES

Section 1. Except as hereinafter, otherwise provided, the following standing committee shall be nominated for a term of one year (from January 1 to December 31) by the President as soon as feasible after the President's election and appointed by the Board of Directors at the next ensuing regular meeting. Each of the following standing committees shall, from time to time, make written or oral reports of their activities as requested by the Board of Directors.

A. EXECUTIVE COMMITTEE

1. The Executive Committee of Latino Network shall consist of the Officers of the Board of Directors.

B. NOMINATING COMMITTEE

1. The Nominating Committee shall consist of three people, at least two of them being directors.
2. The Nominating Committee shall propose candidates for membership on the Board of Directors and candidates for officers of Latino Network in each instance in which nominations are to be made. The report of the Nominating Committee shall be filed with the Secretary in adequate time allowing the Secretary can include the report of the Nominating Committee with the Notice of the Meeting to be sent to the Board of Directors.
3. A quorum shall consist of two of the three members of the committee.

C. FINANCE COMMITTEE

1. The Finance Committee shall consist of at least three people, one of whom shall be the Treasurer of Latino Network and shall also chair this committee. At least one of the other two shall be a director. The Finance Committee shall be responsible for developing and implementing to the Board of Directors an annual budget.
2. The committee is responsible for any financial matters that are related to the functioning of Latino Network.

D. FUNDRAISING COMMITTEE

1. The Fundraising Committee shall consist of a minimum of three people and must be chaired by a director.
2. The Fundraising Committee shall be concerned with selection and implementing fundraising projects for Latino Network.

Section 2. The Board of Directors or the President may create such additional committees as it deems appropriate from time to time for properly conducting the affairs and business of Latino Network. These committees do not necessarily need to be comprised of members of the Board of Directors. Committees shall report to the Board of Directors.

## ARTICLE VI. MEETINGS OF THE BOARD OF DIRECTORS

Section 1. The Board of Directors shall meet monthly. The time and place of regular meetings of the Board of Directors may be the Board of Directors.

Section 2. The Board of Directors shall conduct an annual meeting of the Board of Directors not later than January 31<sup>st</sup> of each calendar year. January 1 of each year. The President and Treasurer in office at the annual meeting shall deliver an annual report.

Section 3. A quorum shall consist of a majority of the directors then authorized. Directors may participate in a meeting of the Board of Directors by use of conference telephone or similar communication equipment. Participation in a meeting pursuant to this provision constitutes presence in person at such meeting.

Section 4. All meetings of the Board of Directors shall be open, but nothing therein shall prevent the Board of Directors, by resolution or other appropriate action, convening in "Executive Session" for the consideration of any confidential matters which may come before it. The vote or other final action of such "Executive Session" shall be taken in open session. An Executive Session shall be a closed meeting of the Board of Directors. The Secretary shall notify each member of the Board of the time and place of such Executive Session at least four (4) days prior.

Section 5. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all of the members of the Board of Directors, as applicable, individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors, as appropriate. Such action by written consent shall have the same force and effect as the unanimous vote of the Board of Directors. The written consent of any member of the Board of Directors who is an "interested director," as defined under Section 5233 of the California Non-Profit Public Benefit Law is not necessary for effective consent under this Section 5.

Section 6. Special meetings of the Board of Directors may be called at any time at the order of the President, the Vice President, the Secretary, or two (2) or more directors. The Secretary shall notify each member of the Board of Directors of the time and place of the meeting at least four (4) days prior to the meeting, if notice is given by first class mail, or at least 48 hours prior to the meeting, if notice is delivered personally or by telephone.

## ARTICLE VII: MEMBERSHIP

Section 1. The general membership of Latino Network shall consist of paid members. The Board of Directors as provided in these by-laws shall approve all corporate actions.

Section 2. Paid membership shall be for one calendar year starting on January 1<sup>st</sup> and ending on December 31<sup>st</sup>.

Section 3. The Board of Director shall schedule and maintain a meeting calendar for the membership of Latino Network. The Board of Directors shall establish the agenda for all meeting of the membership of Latino Network

## ARTICLE VII: ANNUAL MEMBERSHIP MEETING

Section 1. The Board of Directors shall schedule and hold an annual membership meeting not later than November 1<sup>st</sup> of each calendar year.

Section 2. The sitting President, at the time of annual membership meeting, shall give an annual report at the annual membership meeting.

ARTICLE VIII: ELECTIONS

Section 1. Election of the Board of Directors

The Nominating Committee shall present the slate of proposed directors at the annual membership meeting. The membership of Latino Network shall consider and elect the Board of Directors each year at the annual membership meeting. All paid members shall have the right to vote and elect its Board of Directors. Only individuals who have held paid membership for a minimum of one year shall be eligible to serve on the Board of Directors. The elected Board of Directors shall assume office on January 1<sup>st</sup> following the annual membership meeting.

Section 2. Election of the Officers of the Board of Directors

The officers of the Board of Directors shall be elected by the Board of Directors at the annual meeting of the Board of Directors. Only elected Board members may serve as officers of the Latino Network.

ARTICLE IX: AMENDMENTS

Section 1. These by-laws may be amended or repealed by a two-thirds (2/3) vote of the total membership of the Board of Directors provided, however, that written notice of any proposal to amend or repeal any of the by-laws shall be mailed to each director at least ten (10) calendar days in advance of the meeting at which said amendments or repeal is to be voted upon.

Section 2. Latino Network shall keep in these by-laws, as amended or altered to date, at its principal office. The by-laws shall be certified by the Secretary of Latino Network. The by-laws shall be open to inspection by the directors at all reasonable times during office hours.

WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS

We, the undersigned, are all of the persons named as the initial directors in the Articles of Incorporation of Latino Network, a California nonprofit corporation, and pursuant to the authority granted to the directors by the By-Laws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing By-laws, consisting of eight (8) pages, as the By-laws of this corporation.

<DATE and SIGNATURES>

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the By-laws of the corporation named in the title thereto and that the Board of Directors of said corporation duly adopted such By-laws.

<DATE and SIGNATURE>

**REVISIONS:**

March 17, 2006, (no date found)

November 13, 2013

April 23, 2014

February 25, 2018