

BYLAWS OF THE UNIVERSITY OF ILLINOIS LATINA/LATINO ALUMNI ASSOCIATION

ARTICLE I. NAME.

The name of this organization is the University of Illinois Latina/Latino Alumni Association (hereafter referred to as IllinoisLLAA).

ARTICLE II. MISSION.

IllinoisLLAA Mission Statement:

The mission of IllinoisLLAA is to establish, maintain and promote a network for the empowerment and advancement of Latina/Latino alumni, students, faculty and staff at the University of Illinois in Urbana-Champaign and within the community at-large.

IllinoisLLAA will work to:

1. Foster a sense of community and ongoing dialog among University of Illinois Latina/Latino alumni and current students of the University of Illinois Urbana-Champaign campus;
2. Advocate on behalf of and advance the interests of Latina/Latino alumni within the University of Illinois Alumni Association;
3. Serve as a vehicle through which Latina/Latino alumni can convey their views concerning University of Illinois policies, programs, practices and activities to the university's administration and its board of trustees while remaining actively engaged with the university and its units in order to positively influence their administration, policy development and evolution;
4. Support and advance the interests of Latina/Latino alumni, students, faculty and staff within the University;
5. Promote a campus environment supportive and respectful of all persons, inclusive of Latina/Latino students, staff, faculty and alumni;
6. Work in partnership with the University of Illinois Alumni Association in promoting the interests of the University of Illinois' Urbana-Champaign campus as they relate to the collective interests of the university's Latina/Latino alumni, students, faculty and staff;
7. Foster partnerships with broader Latina/Latino communities in the State of Illinois and beyond; and
8. Provide scholarships to Latina/Latino undergraduate and/or graduate students enrolled at the University of Illinois' Urbana-Champaign campus.

ARTICLE III. VISION STATEMENT.

IllinoisLLAA will serve as a driving force for strengthening the bonds between Latina/Latino alumni and others affiliated with the University of Illinois' Urbana-Champaign campus.

ARTICLE IV. MEMBERSHIP.

1. Basic Membership:

Basic Membership is free and open to individual who has completed at least one semester in or has graduated from the University of Illinois' Urbana-Champaign campus, supports IllinoisLLAA's mission and otherwise remains a Basic or other type of IllinoisLLAA member in good standing. Basic Members in good standing will receive newsletters, e-mails and other general correspondence regarding IllinoisLLAA's activities.

Basic Members in good standing have:

- a. Completed and submitted a membership form; and
- b. Updated their contact information as necessary.

Basic Members are NOT able to:

- a. Vote in elections;
- b. Nominate or run for IllinoisLLAA office;
- c. Receive discounts for IllinoisLLAA events.

2. Regular Membership:

Regular Membership is open to any individual that has received a degree from the University of Illinois - Urbana-Champaign, who supports IllinoisLLAA's mission, and commits to being a Regular Member in good standing.

Regular Members in good standing have:

- a. Completed and submitted a membership form;
- b. Updated their contact information as necessary;
- c. Participated in an IllinoisLLAA-sponsored activity, meeting or mailing at least once per year of membership; and
- d. Paid annual dues of \$25 per IllinoisLLAA fiscal year.

All Regular Members in good standing are entitled to:

- a. Vote in elections for IllinoisLLAA officers;
- b. Run for IllinoisLLAA office;
- c. Nominate candidates for IllinoisLLAA offices;
- d. Free admission to designated events;
- e. Discounted admission to fundraising events;
- f. Receive newsletters and updates regarding IllinoisLLAA activities

3. Associate Membership:
Associate Membership is open to anyone who does not qualify as a Basic or Regular Member under these bylaws but who nevertheless supports IllinoisLLAA's mission and remains an Associate Member in good standing. Associate Members may not vote in IllinoisLLAA elections. However, they may participate in other IllinoisLLAA activities.

Associate Members in good standing have:

- a. Completed and submitted a membership form;
- b. Updated their contact information as necessary;
- c. Participated in an IllinoisLLAA-sponsored activity, meeting or mailing at least once per year of membership; and
- d. Paid annual dues of \$25 per IllinoisLLAA fiscal year.

Associate Members are NOT able to:

- a. Vote in IllinoisLLAA elections;
- b. Nominate or run for IllinoisLLAA office;

All Associate Members in good standing are entitled to:

- a. Free admission to designated events;
- b. Discounted admission to fundraising events;
- c. Receive newsletters and updates regarding IllinoisLLAA activities

ARTICLE V. DUES AND BUDGETING

1. For the purposes of the IllinoisLLAA, financial recordkeeping, each fiscal year shall start January 1st and end December 31st, of the same calendar year.
2. Basic members are not required to pay annual dues.
3. Regular members will pay \$25 per fiscal year.
4. Associate members will pay \$25 per fiscal year.
5. Board of Directors will pay \$50 per fiscal year.
6. The Board of Directors may secure the services of an independent accounting firm and/or financial auditor to supplement the services of its Treasurer.

ARTICLE VI. BOARD OF DIRECTORS

1. The Board of Directors shall consist of up to 29 members which will include: 4 Executive Board Members; 18 Board Members at Large; 1 Student Member; and 6 Ex-Officio Members.
2. Definitions:
 - a. Executive Board Member: One of at least four members of the Board of Directors who: (1) meets all the requirements of a Board Member

at Large, and (2) is elected by the Board of Directors to serve in an executive capacity, including as a Chair, Vice-Chair, Secretary, Treasurer or other office deemed necessary by the Board. Each Executive Board Member shall each have one vote in matters that come to a vote before the Board of Directors. All Board Members must abstain from voting on matters that present or may appear to present a conflict of interest and must disclose such real or potential conflicts of interest to the Board of Directors.

Executive Board Members who choose to leave or are removed from their Executive Board position before the end of their Executive Board term may continue to serve the remainder of their term as a member of the Board of Directors.

- b. Board Member at Large: One of at least 18 members of the Board of Directors who: Will have (1) graduated from the University of Illinois' Urbana-Champaign campus, (2) is registered as an IllinoisLLAA Regular Member, (3) is in good standing with IllinoisLLAA at the time of election and remains in good standing throughout his/her term, and (4) pays Board Member dues of \$50 annually in lieu of the standard Regular Member dues. Each Board Member at Large shall have one vote in matters that come to a vote before the Board of Directors. All Board Members must abstain from voting on matters that present or may appear to present a conflict of interest and must disclose such real or potential conflicts of interest to the Board of Directors.

- c. Student Board Member: At least one Board Member shall be currently enrolled at the University of Illinois' Champaign-Urbana campus as a full time, undergraduate or graduate student or as a doctoral candidate. The Student Board Member: (1) must remain in good standing with the University (not on academic probation and current on the payment of tuition and fees) throughout his/her term, (2) must be registered as an IllinoisLLAA Student or Associate member at the time of his/her election and remain as an IllinoisLLAA member in good standing throughout his/her term. Student Board Members who graduate or complete their doctorate during their term may complete their term or resign the post. Student Board Members who withdraw from the University without completing their degree must resign their Board of Directors post immediately but may register as an IllinoisLLAA Regular Member. Student Board Members shall each have one vote in matters that come to a vote before the Board of Directors. All Board Members must abstain from voting on matters that present or may appear to present a conflict of interest and must disclose such real or potential conflicts of interest to the Board of Directors.

- d. Ex-officio Directors: No more than six Board Members shall be Ex-officio Directors. Ex-officio directors must qualify as one of the following: (1) Director of La Casa Cultural Latina; (2) Representative of the University of Illinois Alumni Association (UIAA); (3) Representative of the University of Illinois Latina/ Latino Cultural Studies Program; (4) Immediate Past Chair of LLAA; (5) any past Board Member who left the Board in good standing. Prospective Ex-officio Directors who meet these eligibility standards may be invited by the Board to fill such positions, or interested Prospective Ex-officio Directors may solicit the Board to participate as such.

Ex-officio Directors shall have a voice with the Board of Directors but no voting power on matters that come to a vote before the Board of Directors. Ex-officio Directors shall not be obligated to attend Board meetings or participate in committees/subcommittees like regular Board Members. Ex-officio Directors terms' shall run concurrent with the present Board, with no limitation on renewal, however, by majority vote of the Board, any individual Ex-Officio Directors' term may be shortened or terminated. Ex-officio Directors must disclose any real or potential conflicts of interest to the Board of Directors.

- e. Immediate Past Chair Ex-Officio Position:
Upon successfully completing his/her term as the Executive Board Chair he/she may remain on the Board of Directors as the Past Chair which is an Ex-Officio position. The goal of this position is to help transition the new Chair and the Board of Directors.
- f. Appointed Officers: The Board of Directors may choose to internally elect Board Members to fill vacated Executive Board positions until the next regular or special election can be held. A majority vote shall be required to elect a Board Member to such position.

3. Voting Rights:
All Board of Directors with voting rights shall have equal voting power (one vote per person). All Board Members must abstain from voting on matters that present or may appear to present a conflict of interest and must disclose such real or potential conflicts of interest to the Board of Directors.
4. Quorum of the Board: A quorum of the IllinoisLLAA Board of Directors shall consist of 51% of the voting members whose positions are filled at the time of the vote.
5. Notice of Meetings: All Members and Board Member may be provided notice of any meetings via e-mail. All Members shall be advised when becoming or renewing their memberships that by providing their e-mail address, they are consenting to notice of any meetings via e-mail.

Board Members shall be advised when becoming or renewing their Board positions that by agreeing to serve on the Board, they consent to Notice of meetings, Board communications, and events via e-mail.

6. Accelerated Voting: Issues that suddenly require both immediate action and a vote from the Board of Directors may be addressed through an Accelerated Voting procedure at the Executive Board's discretion. In such a case, the Executive Board's Co-chairs are to send an e-mail to all Board Members outlining: (1) the issue and related risks/potential benefits, (2) why accelerated voting is required, (3) the Executive Board's recommendations and reasoning, and (4) instructions on how to cast a vote on the matter. Only one unrelated issue can be addressed per e-mail. The e-mail must be addressed per a current and official distribution list to be provided to the Co-chairs by the Board's secretary. Board Members will have no more than one week to vote on the matter presented, and the results of the vote will be determined by the majority of responses collected, even if less than 51% of the total Board responds to the e-mail. Routine issues are not to be addressed using Accelerated Voting.
7. Expenditures Exceeding \$100: Any organization expenditure exceeding \$100 (ONE HUNDRED DOLLARS) shall be approved only upon a vote of the full Board. The Executive Board may approve all other expenditures under \$100 (ONE HUNDRED DOLLARS).
8. Length of Service: Initial Board Members transitioned into their roles from the Steering Committee that founded IllinoisLLAA; their Board Member roles expire when IllinoisLLAA holds its first open elections for their role, the timing for which will be prescribed by the Elections Committee and approved by the Board of Directors.
 - a. Executive Board Members: Any member of the Executive Board shall be restricted to no more than three consecutive two year terms while executing their role as an executive officer.
9. Leaves of Absence:

All board members, including interim board members, are eligible for a leave of absence, in lieu of their duties and responsibilities set forth in the bylaws. Grants for a leave of absence are limited to the following three reasons: (1) Bereavement: The loss of a family member may require time away from the Board. The family is defined as spouse, son, daughter, mother, father, mother-in-law, father-in-law, sister, brother, grandparent or grandchild. This policy would also include domestic partner, stepparent, step-sibling or step-child (2) Medical Leave: If the Board Member has been granted a consecutive period of leave under the Family and Medical Leave Act of 1993 (FMLA) by their respective employer, the Board Member shall be allowed an equal amount of time away from the Board and (3) Military leave: If the

Board Member is on active duty and would otherwise be covered by the Uniformed Services Employment and Reemployment Rights Act (USERRA). Under no circumstances shall leaves of absence exceed a period of 6 months.

Any member seeking a leave of absence shall submit a formal letter to the Executive Board for its consideration, along with the date the Board Member seeks to formally return to his/her Board position. A leave shall be granted if the Board of Directors approves by a majority vote. The decision whether the Board Member's request for a leave of absence is granted shall be provided to the Board Member by the Executive Board in writing.

10. Attendance Policy: Attendance shall be required by all Board Members at general Board meetings. Attendance shall be required by all Executive Board Members at Executive Board meetings. Board Members are allowed no more than 3 absences per calendar year for Board Meetings. Two (2) tardies of more than fifteen (15) minutes will be considered an absence. Additionally:
 - a. Every Board Member who exceeds the allowable absences during a calendar year shall automatically lose his/her standing as a Board Member and is to be served notice of his/her removal from the Board via written notice signed by the Co Chairs.
 - b. The Executive Board shall notify the violating Board Member via e-mail within 7 days of the last missed meeting that puts them over the excused absence limit, that they are to be removed from the Board for violating the attendance policy. The Executive Board shall inform the affected Board Member in that notice that they shall have the right to appeal their removal, and have the right to do so up to 10 days before the next scheduled board meeting to submit a written appeal to the Executive Board if he or she wishes to appeal their dismissal, and shall state their grounds for the same. If such an appeal is submitted, the Executive Board shall present the appeal to the general Board of Directors at the next scheduled board meeting for consideration.
 - c. If the violating Board Member appeals his/her removal, a secret vote shall then be held at the next scheduled Board meeting to determine whether or not the appeal will be accepted by the Board of Directors, and the Board Member's dismissal reinstated. The Board may consider the violating Board Member's length of service, past contributions to the organization, the basis for their absences, and their value to the organization. The decision to reinstate or not will be determined by results of a majority vote.
 - d. The Executive Board shall notify the violating Board Member of the results of the vote in writing within 7 days of the vote.

- e. All Board Members are expected to be present at all Board meetings unless they are physically incapable or located outside a 30-mile radius of the meeting location. At the Board's discretion, conference calls may be established to facilitate remote participation. If a conference line is not available or fails to operate, an absence (excused if the intent to dial-in was established prior to the event date, or unexcused if no prior notice was given) will not be counted against the affected Board Members.
12. Vacancies: In the event any Executive Board position is vacated, the Board of Directors shall elect another Board Member at Large in good standing to fill the remainder of that officer's term. Any other type of vacancy occurring on the Board of Directors and involving an elected position may be filled provisionally by a regular member in good standing through the affirmative vote of a majority of the remaining board members if by proxy, or by a majority of those Board Members present (including via teleconference) at the next regularly scheduled meeting. A board member elected to fill a vacancy shall serve only the unexpired term of his/her predecessor's office.
- a. Executive Board Vacancy:
Only current Board Members At Large shall be considered to fill the vacancy of an executive position on the board.
 - b. Board of Directors Vacancy:
Only dues-paying IllinoisLLAA members shall be considered to fill the vacancy of an elected position.
13. Duties Generally:
- 1. Officers
 - a. Co Chairs:
 - i. Shall convene and facilitate meetings of the Board of Directors at least semi-annually;
 - ii. Shall serve as liaison(s) to affiliated organizations or dignitaries (or designate someone to do so);
 - iii. Shall make an annual report, orally and in writing, to the Board of Directors and to members in general;
 - iv. Co Chairs shall collaborate and represent each other when one or the other is absent;
 - v. Shall hold other responsibilities typical of the executive officer of such an organization as approved by the Board of Directors.
 - vi. In order to comply with 501(c)(3) of the federal Internal Revenue Code IllinoisLLAA will move away from the Co-Chair structure. IllinoisLLAA shall use a Chair and Vice Chair structure which shall go into effect

with the next election of Executive Board Members. IllinoisLLAA is currently in the process of applying for 501(c)(3) and this new structure will be in compliance.

- b. Treasurer:
 - i. Shall oversee the stewardship of any funds held or controlled by IllinoisLLAA;
 - ii. Shall maintain the organization's financial documentation in order;
 - iii. Shall work to establish and maintain the organization's tax-exempt status, so long as the organization wishes to continue operating as a non-profit organization;
 - iv. Shall file tax reports on behalf of the organization;
 - v. Shall work with the Executive Board and Committee Chairs to establish an annual budget for approval by the Board of Directors, in a manner consistent with legal requirements, ethical standards and with the organization's bylaws.
 - vi. Shall provide and orally present to the Board of Directors a printed, annual financial report no later than 60 days after the end of a fiscal year. The report is to then be shared with all members.
 - vii. Shall support and cooperate with the implementation of any financial audits or accounting services ordered by a majority vote of the Board of Directors.
 - viii. Shall assist the Secretary in keeping a roll of members in good standing;
 - ix. Shall hold other responsibilities typical of the treasurer of such an organization as approved by the Board of Directors.

- c. Secretary:
 - i. Shall oversee the keeping of written records, including minutes from all official meetings and, with the Treasurer's assistance, membership rolls. At the Chair/Vice-Chair's request, the Secretary shall report on the current membership list.
 - ii. The Secretary shall set election dates, upon approval of the Board of Directors, and monitor and confirm that all elections are conducted in a manner consistent with election guidelines approved by the Board of Directors.
 - iii. The Secretary shall also hold other responsibilities typical of the secretary of such an organization as approved by the Board of Directors.

2. Other Officers:
Additional officer roles may be defined and Board Members elected to serve in those new roles by a majority vote of the Board of Directors at their discretion and within the parameters set by the organization's bylaws.
3. Board Members at Large:
 - a. Each board member shall vote on and enforce general policy decisions for the good of the organization.
 - b. Each board member shall be responsible for understanding the organization's bylaws and for ensuring the organization is managed accordingly.
 - c. The board shall elect its executive officers, including minimally a Chair or Vice-Chair, a Secretary and a Treasurer.
 - d. The board shall define officers' roles by majority vote and will hold officers accountable for fulfilling their roles in a conscientious manner and for the good of the organization.
 - e. Each Board Member shall be expected to assist in the organization's fundraising efforts.
 - f. Each Board member shall be expected to participate in board meetings, and to participate in at least one committee or subcommittee.

ARTICLE VII. ELECTIONS

Transition from Steering Committee: Initial Board **Members' service time** in their roles as Steering Committee Members that founded IllinoisLLAA will expire when IllinoisLLAA holds its first open elections (aka, "the First Election Year"), the timing for which is to be prescribed by the Elections Committee and approved by the Board of Directors.

Transition in First Election Year: All 22 Board Member seats will be up for election in the First Election Year. Current Steering Committee Board Members choosing to run for office will receive top billing on ballots, in a fair manner to be prescribed by the Elections Committee and approved by the Board of Directors. Board Members elected will serve a two-year term. After the First Election Year, the standard for every Elected Board Member will be two-year terms.

ARTICLE XIII. COMMITTEES

Committee Chairpersons must be current Board Member At Large in good standing. They shall be nominated by a IllinoisLLAA voting member Board Member and shall be approved by a majority vote of attending Board of Directors present at a LLAA Board Meeting.

Committee Chairpersons are strongly encouraged to attend all Board of Directors meetings and are minimally required to convene their committees at least once a quarter per fiscal year and present their committee status reports at the next Board.

A Committee Chairperson who fails to adhere to these responsibilities can be removed from his/her Chair position with a majority vote of attending Board of Directors present at a LLAA BOD Meeting.

IllinoisLLAA Co-Chairs may designate special committees and appoint an official IllinoisLLAA representative to other organizations.

The standing committees and their responsibilities are as follows:

1. **Legal/Bylaw Committee:**
The Legal/Bylaws Committee shall assist the Board of Directors in fulfilling its oversight responsibilities and help IllinoisLLAA achieve its purposes through effective governance and management. The Legal Committee shall review IllinoisLLAA's governance policies and procedures; general management, legislative, legal and regulatory compliance and other such matters as the Board of Directors may from time to time determine. It shall also be responsible for reviewing, drafting and amending the current bylaws and create procedures by which future members can choose to amend or change bylaws language or content.

2. **Communications Committee:**
The Communications Committee shall be responsible for developing and implementing comprehensive communications and marketing plans to further IllinoisLLAA's mission, goals and visibility, in a manner consistent with the will of the Board and IllinoisLLAA's charter and bylaws, and within the budget allocated by the Board for such purposes. The Communications Committee Chairperson and/or her or his designees shall work closely with the IllinoisLLAA Executive Board and the Chairpersons of other Board-recognized Committees to ensure accuracy, consistency and appropriate messaging is represented in all materials produced for IllinoisLLAA. The Communications Committee shall oversee the creation, maintenance, evolution and retirement of all IllinoisLLAA brand identity, marketing and communications materials, including logos, stationery, official forms, newsletters, pamphlets, flyers, official news, press releases and correspondence, Web sites and all other vehicles and materials used to represent or promote IllinoisLLAA. The Communications Committee shall minimally issue two newsletters per year to a distribution list provided by the Board Secretary. The Communications Committee will also work with the Board Treasurer to produce an annual report within two months of each Fiscal Year's end.

3. **Community Involvement Committee:**
The Community Involvement Committee shall identify and enable opportunities for IllinoisLLAA to exert a positive influence in the development of communities associated with the University and with the University's Latina/Latino alumni. The Community Involvement Committee

shall act as the main interface between IllinoisLLAA and other professional associations, in a manner consistent with the will of the Board and IllinoisLLAA's charter and bylaws, and within the budget allocated by the Board for such purposes.

4. **History Committee:**
The IllinoisLLAA History committee shall support activities that research, highlight, and present the history of Latina/os at the University of Illinois' Urbana-Champaign campus in various forms. The history of Latina/os at the University of Illinois is a multifaceted experience that demonstrates the challenges, accomplishments, and prosperity of individuals and organizations who have emphasized academic excellence and community leadership throughout the years. This includes, but is not limited to, the growth of the Latino student population; special legislation that advocate and support enrollment & retention of Latino students; academic and social programs aimed to support Latino students; student activism for Latino issues/concerns; student organizations; La Casa Cultural Latina Cultural Center; the Latina/o Studies Program; notable alumni; and philanthropic efforts by the University of Illinois' Urbana-Champaign Campus and affiliates that aim to serve the Latina/o community.
5. **Nominations Committee:**
The Nominations Committee shall convene as needed for the purpose of determining when elections will be held, to verify how many vacancies will need to be filled during said elections and to establish the criteria and requirements for candidates to be approved by the Board of Directors. This committee shall be responsible for confirming that each candidate has met established criteria, submitting confirmed candidates in a timely manner to the Board Secretary for inclusion on election ballots. The Nominations Committee shall also oversee the counting of ballots and announce results at the Board of Director's meeting immediately following the election.
6. **Fundraising Committee:**
The Fundraising Committee shall coordinate all IllinoisLLAA fundraising activities, develop methods for supplementing dues-related income, and execute at least one fundraising event annually, in a manner consistent with the will of the Board and IllinoisLLAA's charter and bylaws, and within the budget allocated by the Board for such purposes.
7. **Membership/Recruitment Committee:**
The Membership/Recruitment Committee shall work to achieve sustainable growth for IllinoisLLAA by increasing and retaining professional, student and associate members. Additionally this committee's mandate is to facilitate within existing members a sense of belonging and engagement, and – working with other relevant committees as assigned by the Board of Directors – to provide opportunities for members to contribute to

IllinoisLLAA substantively, not just financially. Furthermore, the Membership/Recruitment Committee will advocate on behalf of IllinoisLLAA to generate public support and awareness for the organization and its goals, in venues approved by the Board and in a manner consistent with the will of the Board and IllinoisLLAA's charter and bylaws, and within the budget allocated by the Board for such purposes.

8. **Programming Committee:**
The Programming Committee shall plan and implement networking and fellowship activities for IllinoisLLAA members, University of Illinois' Urbana-Champaign campus students and their families and University of Illinois' Urbana-Champaign campus staff, in a manner consistent with the will of the Board and IllinoisLLAA's charter and bylaws, and within the budget allocated by the Board for such purposes.
9. **Scholarship Committee:**
The Scholarship Committee shall assume the duties of establishing, maintaining, promoting and awarding IllinoisLLAA scholarships, in a manner consistent with the will of the Board and IllinoisLLAA's charter and bylaws, and within the budget(s) allocated by the Board for such purposes. The Scholarship Committee shall also work closely with the Fundraising Committee, Board Treasurer and Legal Committee to establish and stimulate growth of an IllinoisLLAA Latina/Latino Student Scholarship Fund.
10. **University of Illinois Urbana-Champaign Campus Relations Committee:**
The University of Illinois Urbana-Champaign Campus Relations Committee shall be IllinoisLLAA's primary liaison at the University campus in a manner consistent with the will of the Board and IllinoisLLAA's charter and bylaws, and within the budget(s) allocated by the Board for such purposes. The University of Illinois Urbana-Champaign Campus Relations Committee will identify and prepare IllinoisLLAA members to act as IllinoisLLAA ambassadors, or to perform in other roles dictated by IllinoisLLAA's cooperative arrangements with the University and/or other partner organizations.

ARTICLE IX MEETINGS.

All members shall be invited to a general membership meeting at least once per calendar year on a date to be determined by the Board. The Board of Directors shall meet at a minimum, quarterly during a calendar year, but may schedule more meetings as deemed necessary by the Board. Special meetings of the Board of Directors may be called by or at the request of both Co-Chairs or any four Board Members At Large. Special meetings are exempt from the attendance policy. No voting items may be approved at a special meeting without presenting the item(s) for vote at a regularly scheduled Board meeting, or via an emergency vote conducted via e-mail.

ARTICLE X. DISTRIBUTION OF ASSETS IN THE EVENT OF DISSOLUTION.

In the event that IllinoisLLAA permanently ceases operations, any remaining assets shall be donated to the Latina/Latino Alumni Association Scholarship Fund, which shall be administered by the University of Illinois Foundation (“Foundation”), a non-profit entity, in conjunction with the Office of the Provost and Vice Chancellor for Academic Affairs at the University of Illinois at Urbana-Champaign (“Office of the Provost”). Should future circumstances make the funding of such Scholarships impossible or impracticable, then such remaining assets shall be distributed by the Foundation in accordance with the purposes set forth under Section D of the Statement of Understanding for the Latina/Latino Alumni Association Scholarship Fund entered into between the Foundation and Office of the Provost on 1/25/2013.

ARTICLE XI. AMENDMENTS.

These bylaws may be altered, amended, or repealed and new by-laws may be adopted by a vote of two-thirds of the Board of Directors. Alterations, amendments, repeals, and/ or new by-laws must be ratified by three-fourths of the voting IllinoisLLAA Board of Directors.

ARTICLE XII. NOTICE OF NON-DISCRIMINATION.

IllinoisLLAA does not and will not discriminate on the basis of race/ethnicity gender/gender identity, age, religion, veteran’s status, income, national origin, national heritage, sexual orientation, physical disability, family or marital status.

ARTICLE XIII. DECLARATION OF PURSUIT OF NON-PROFIT STATUS.

IllinoisLLAA is a non-profit organization, organized exclusively for charitable and educational purposes. To further this intent, it is to be managed in a manner consistent with Section 501(c)(3) of the federal Internal Revenue Code so that in the future, it is able to pursue this tax-exempt status before the Internal Revenue Service.

ARTILCE XIV. CONFLICTS OF INTEREST POLICY

1. Purpose

The purpose of the conflict of interest policy is to protect this organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

2. Definitions

See Appendix A

3. Procedures

A. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and/or perceived interest or bias and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

B. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest/perceived interest/bias and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

C. Procedures for Addressing the Conflict of Interest

1. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

2. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

3. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

D. Violations of the Conflicts of Interest Policy

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the

member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

E. Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest/perceived interest/bias in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

F. Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

4. Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

5. Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

6. Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

APPENDIX A

Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, or seeks to gain any benefit, or has any perceived bias due to any former, present, perceived, or future relationship.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

3. Adjusted net income (for Schedule D)

Adjusted net income includes: gross income from any unrelated trade or business; gross income from functionally related businesses; interest payments received on loans; amounts received or accrued as repayments of amounts taken as qualifying distributions for any tax year; amounts received or accrued from the sale or other disposition of property to the extent acquisition of the property was treated as a qualifying distribution for any tax year; any amounts set aside for a specific project to the extent the full set aside was not necessary for the project; interest on government obligations normally excluded under section 103 of the Code; net short-term capital gains on sale or other disposition of property; and income received from an estate if the estate is considered terminated for income tax purposes because of a prolonged administration period.

It does not include: gifts, grants, and contributions received; long-term capital gains or losses; net section 1231 gains; capital gain dividends; the excess of fair market value over adjusted basis of property distributed to the U.S. or a possession or political subdivision, a state or its political subdivision, a charitable trust or corporation for public purposes, or income received from an estate during the administration period.

In computing adjusted net income, deduct the following: ordinary and necessary expenses paid or incurred for the production or collection of gross income, or for the management, conservation, or collection of gross income (includes operating expenses such as compensation of officers, employee wages and salaries, interest, rent, and taxes); straight-line depreciation and depletion (not percentage depletion); and expenses and interest paid or incurred to carry tax-exempt obligations. Do not deduct net short-term capital losses for the year in which they occur (these losses cannot be carried back or carried over to earlier or later tax years); the excess of expenses for property used for exempt purposes over the income received from the property; charitable contributions made by you; net operating losses; and special deductions for corporations.

Advance ruling A written determination by us on your public charity status that treats you as a publicly supported organization during a 5-year period beginning, generally, from the date of your formation. At the end of the 5-year period, you will qualify for a definitive ruling (defined below) if you were publicly supported based on the support you received during the 5-year period.

4. Affiliated

Created by, controlled by, or closely related to a governmental unit, including a State, a possession of the United States, or any political subdivision of a State or a possession of the United States, or the United States, or the District of Columbia.

5. Arm's length

A transaction between parties having adverse (or opposing) interests; where none of the participants are in a position to exercise substantial influence over the transaction because of business or family relationship(s) with more than one of the parties.

6. Authorized representative

By submitting Form 2848, an attorney or certified public accountant who is permitted to represent you before us regarding your application for tax-exempt status.

7. Bingo

A game of chance played with cards that are generally printed with 5 rows of 5 squares each, on which participants place markers to form a pre-selected pattern to win the game. Bingo is gambling.

8. Business relationships

Employment and contractual relationships, and common ownership of a business where any officers, directors, or trustees, individually or together, possess more than a 35% ownership interest in common. Ownership means voting power in a corporation, profits interest in a partnership, or beneficial interest in a trust.

9. Bylaws

The internal rules and regulations of an organization.

10. Certification of filing

Articles of incorporation for your organization showing evidence that on a specific date they were filed with and approved by an appropriate state authority.

11. Charitable risk pool

An organization described in section 501(n), which is organized and operated to pool insurable risks (other than medical malpractice) of its section 501(c)(3) members.

12. Close connection

A relationship between organizations that may include: control of one organization by another through common governance or through authority to approve budgets or expenditures; coordination of operations as to facilities, programs, employees, or other activities; or common persons exercising substantial influence over all of the organizations.

13. Common control

You and one or more other organizations have (1) a majority of your governing boards or officers appointed or elected by the same organization(s), or (2) a majority of your governing boards or officers consist of the same individuals. Common control also occurs when you and one or more commonly controlled organizations have a majority ownership interest in a corporation, partnership, or trust. Ownership means voting power in a corporation, profits interest in a partnership, or beneficial interest in a trust.

14. Community

The local or regional geographic area to be served by an organization.

15. Compensation

All forms of income from working, including salary or wages; deferred compensation; retirement benefits, whether in the form of a qualified or non-qualified employee plan (for example: pensions or annuities); fringe benefits (for example: personal vehicle, meals, lodging, personal and family educational benefits, low interest loans, payment of personal travel, entertainment, or other expenses, athletic or country club membership, and personal use of your property); and bonuses.

16. Conflict of interest policy

A conflict of interest arises when a person in a position of authority over an organization, such as a director, officer, or manager, may benefit personally from a decision he or she could make. A conflict of interest policy consists of a set of procedures to follow to avoid the possibility that those in positions of authority over an organization may receive an inappropriate benefit.

17. Controlled by disqualified persons

As a section 509(a)(3) supporting organization, you may not be controlled directly or indirectly by disqualified persons. You are controlled if disqualified persons can exercise 50% or more of the total voting power of your governing body. You are also controlled if disqualified persons have authority to affect significant decisions, such as power over your investment decisions, or power over your charitable disbursement decisions. You are also controlled if disqualified persons can exercise veto power. Although control is generally demonstrated where disqualified persons have the authority over your governing body to require you to take an action or refrain from taking an action, indirect control by disqualified persons will also disqualify you as a supporting organization.

18. Cooperative service organization of operating educational organizations

An organization described in section 501(f) is organized and operated to provide investment services to its members. Those members must be organizations described in section 170(b)(1)(A)(ii) or (iv), and either tax exempt under section 501(a) or whose income is excluded from taxation under section 115(a).

19. Corporation

An entity organized under a Federal or state statute, or a statute of a federally recognized Indian tribal or Alaskan native government.

20. Definitive ruling

A written determination by us on your public charity status that classifies you as a publicly supported organization if you have completed your first tax year, consisting of at least 8 full months, and you meet one of the public support tests. A definitive ruling may also be issued at the end of your 5-year advance ruling period if you were issued an advance ruling and you meet one of the public support tests.

21. Develop

Develop means the planning, financing, construction, or provision of similar services involved in the acquisition of real property, such as land or a building.

22. Disqualified person

Any individual or organization that is:

- a. A substantial contributor to you (see substantial contributor).
- b. An officer, director, trustee, or any other individual who has similar powers or responsibilities.
- c. An individual who owns more than 20% of the total combined voting power of a corporation that is a substantial contributor to you.
- d. An individual who owns more than 20% of the profits interest of a partnership that is a substantial contributor to you.
- e. An individual who owns more than 20% of the beneficial interest of a trust or estate that is a substantial contributor to you.
- f. A member of the family of any individual described in a, b, c, d, or e above;
- g. A corporation in which any individuals described in a, b, c, d, e, or f above hold more than 35% of the total combined voting power;
- h. A trust or estate in which any individuals described in a, b, c, d, e, or f above hold more than 35% of the beneficial interests; and
- i. A partnership in which any individuals described a, b, c, d, e, or f above hold more than 35% of the profits interest.

23. Earmark

Donations or other contributions given to you to assist particular individuals or specific identified groups.

Economic development

Organizations formed to combat community deterioration by assisting businesses located in a particular geographic area whose economy is economically depressed or deteriorating. Economic development activities include grants, loans, provision of information and expertise, or creation of industrial parks. Economic development organizations may also be formed to eliminate prejudice and discrimination or lessen the burdens of government through involvement with business development.

Elderly housing Generally, the primary beneficiaries of the tax-exempt housing are age 62 and older. The elderly are treated as appropriate charitable beneficiaries for certain purposes regardless of socio-economic status because, as a group, they face many barriers to their basic needs as they age. The elderly, as a class, face forms of distress other than financial, such as the need for suitable housing, physical and mental health care, civic, cultural, and recreational activities, and an overall environment conducive to dignity and independence.

24. Expenses

Financial burdens or outlays; costs (of doing business); business outlays chargeable against revenues. For purposes of this form, expenses mean direct and indirect expenses.

25. Fair market value

The price at which property or the right to use property would change hands between a willing buyer and a willing seller, neither being under any compulsion to buy, sell, or transfer property or the right to use property, and both having reasonable knowledge of relevant facts.

26. Family

Includes an individual's spouse, ancestors, children, grandchildren, great grandchildren, siblings (whether by whole or half blood), and the spouses of children, grandchildren, great grandchildren, and siblings.

27. Foreign country

A country other than the United States, its territories and possessions, and the District of Columbia.

28. For-profit

A business entity whose activities are conducted or maintained to make a profit (e.g. revenues greater than expenses).

29. Foundation manager

Officers, directors, or trustees, or an individual having powers or responsibilities similar to those of a foundation's officers, directors, or trustees.

30. Fundraising

The organized activity of raising funds, whether by volunteers, employees, or paid independent contractors.

31. Gainfully employed

Employed or actively looking for work.

32. Gaming

The term gaming includes activities such as Bingo, Beano, lotteries, pull-tabs, pari-mutuel betting, Calcutta wagering, pickle jars, punch boards, tip boards, tip jars, certain video games, 21, raffles, keno, split-the-pot, and other games of chance.

33. Gross investment income

As defined in section 509, gross investment income means the gross amount of income from interest, dividends, payments with respect to securities loans, rents, and royalties, but not including any such income to the extent included in computing the tax imposed by section 511.

34. Gross receipts

For purposes of Part IX-A. Statement of Revenues and Expenses, gross receipts includes monies earned from activities related to your charitable or other section 501(c)(3) activities, such as selling admissions or merchandise, performing services, or furnishing facilities.

35. Handicapped

Persons with physical or mental disabilities with special needs for suitable housing, physical and mental health care, civic, cultural, and recreational activities, transportation, and an overall environment conducive to dignity and independence.

36. Independent contractors

Persons who are not treated as employees for employment tax purposes.

37. Influence legislation

The act of directly contacting or urging the public to contact members of a legislative body for the purpose of proposing, supporting, or opposing legislation. You are also attempting to influence legislation if you advocate the adoption or rejection of legislation.

38. Intellectual property

A type of property (distinct from real or personal property) which includes:

a. Patents (for inventions).

b. Copyrights (for literary and artistic works such as novels, poems, plays, films, musical works, drawings, paintings, photographs, sculptures, architectural designs, performances, recordings, film, and radio or television programs).

c. Trade names, trade marks, and service marks (for symbols, names, images, and designs).

d. Formulas, know-how, and trade secrets.

39. Joint ventures

A legal agreement in which the parties jointly undertake a transaction for mutual profit. Generally, each person contributes assets and shares risks. Like a partnership, joint ventures can involve any type of business transaction and the “persons” involved can be individuals, groups of individuals, companies, or corporations.

40. Limited liability company

A limited liability company (LLC) combines attributes of both corporations and partnerships (or, for one-person LLCs, sole proprietorships). The corporation's protection from personal liability for business debts and the pass-through tax structure of partnerships and sole proprietorships.

41. Low-income housing

Rental or ownership housing provided to persons based on financial need.

42. Mailing address

Address where you wish all correspondence to be sent.

43. Manage

Manage means to direct or administer.

44. Net income (for Schedule D)

See adjusted net income.

45. Non-fixed payments

A non-fixed payment means a payment that depends on discretion. For example, a bonus of up to \$100,000 that is based on an evaluation of performance by the governing board is a non-fixed payment because the governing body has discretion over whether the bonus is paid and the amount of the bonus.

46. Organizing document

The organizing document depends on the form of the organization. For a corporation, the document is the articles of incorporation. For a limited liability company (LLC), the document is the articles of organization. For an unincorporated association, the document is the articles of association or constitution. The organizing document of a trust is the trust agreement.

47. Political

You participate in a political campaign if you promote or oppose, through political literature, brochures, pamphlets, hosting or participating in events, etc., the candidacy of an individual for public office. Debates and nonpartisan voter education are not considered political.

48. Predecessor

An organization whose activities or assets were taken over by another organization.

49. Private foundations

Organizations that are exempt under section 501(c)(3) are private foundations unless they are: churches, schools, hospitals, governmental units, entities that undertake testing for public safety; organizations that have broad financial support from the general public; or organizations that support one or more other organizations that are themselves classified as public charities.

50. Private operating foundation

A type of private foundation that lacks general public support, but makes qualifying distributions directly for the active conduct of its educational, charitable, and religious purposes. "Directly for the active conduct" means that the distributions are used by the foundation itself to carry out the programs for which it is organized and operated. Grants made to assist other organizations or individuals are normally considered indirect.

51. Public charity

Organizations that are exempt under section 501(c)(3) and are not private foundations because they are: churches, schools, hospitals, governmental units, entities that undertake testing for public safety; organizations that have broad financial support from the general public; or organizations that support one or more other organizations that are themselves classified as public charities. Public charity status is a more favorable tax status than private foundation status.

52. Reasonable compensation

Reasonable compensation is the amount that would ordinarily be paid for like services by like organizations under like circumstances as of the date the compensation arrangement is made. Reasonable compensation is important because excessive benefits in the form of compensation to disqualified persons may result in the imposition of excise taxes and jeopardize the organization's tax-exempt status.

53. Related

The family or business relationships between persons.

54. Relationship

A relationship between you and the recipient organization includes the following situations:

a. You control the organization or it controls you through common officers, directors, or trustees, or through authority to approve budgets or expenditures.

b. You and the organization were created at approximately the same time and by the same persons.

c. You and the organization operate in a coordinated manner with respect to facilities, programs, employees, or other activities.

d. Persons who exercise substantial influence over you also exercise substantial influence over the other organization.

55. Revenue

Revenue means gross revenue amounts.

56. Revenue Procedure

An official statement of a procedure published in the IRS Cumulative Bulletin that either affects the rights or duties of taxpayers or other members of the public under the Internal Revenue Code and related statutes, treaties, and regulations or, although not necessarily affecting the rights and duties of the public, should be a matter of public knowledge.

57. Revenue Ruling

An official interpretation by the IRS of the Internal Revenue laws and related statutes, treaties, and regulations, that has been published in the Cumulative Bulletin. Revenue Rulings are issued only by the National Office and are published for the information and guidance of taxpayers, IRS officials, and others concerned.

58. SS-4

Application for Employer Identification Number.

59. School

A school is an educational organization whose primary function is the presentation of formal instruction and which normally maintains a regular faculty and curriculum and normally has a regularly enrolled body of pupils or students in attendance at the place where its educational activities are regularly carried on. A school may include a:

- a. Primary, secondary, preparatory, or high school.
- b. College or university.
- c. Trade or technical school.
- d. Nursery or preschool.
- e. School that you operate as an activity, such as school that is operated as an activity of a museum, historical society, or church.

60. Similarly situated

Similarly situated organizations means tax-exempt or taxable organizations of a comparable size, purpose, and resources.

61. Substantial contributor

Any individual or organization that gave more than \$5,000 to you from the date you

were formed or other date that your exemption would be effective, to the end of the year in which the contributions were received. This total amount contributed must also be more than 2% of all the contributions you received. A creator of a trust is treated as a substantial contributor regardless of the amount contributed.

62. Successor

An organization that took over:

- a. More than a negligible amount of the activities that were previously conducted by another organization;
- b. Twenty-five percent or more of the fair market value of the net assets of another organization; or
- c. Was established upon the conversion of an organization from for-profit to non-profit status.

63. Trust

A trust is an entity that may be formed by a trust agreement or declaration of trust. A trust may also be formed through a will.

64. Unincorporated association

An unincorporated association formed under state law must have at least two members who have signed a written document for a specifically defined purpose.

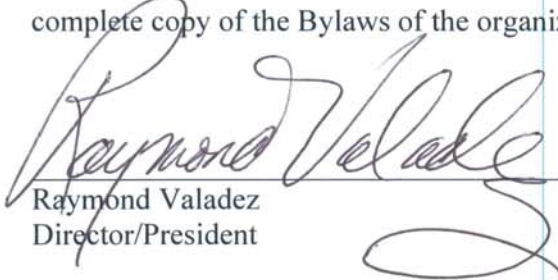
65. Unusual grants

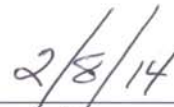
Substantial contributions and bequests from disinterested persons that by their size adversely affect classification as a public charity. They are:

- a. Unusual;
- b. Unexpected; and
- c. Received from an unrelated party.

CERTIFICATE OF ADOPTION OF BYLAWS

I do hereby certify that the above stated Bylaws of IllinoisLLAA were approved by IllinoisLLAA's board of directors on Saturday, February 9, 2013 and constitute a complete copy of the Bylaws of the organization.


Raymond Valadez
Director/President


Date