



*Advancing Hispanic leadership in local government*

## International Hispanic Network BYLAWS

Approved: February 2016

### ARTICLE I: NAME, PURPOSE AND OBJECTIVES

#### Section 1. Name

The organization chartered as the National Hispanic Network of Local Government Administrators shall also be known as the International Hispanic Network...“an association of Hispanics and Latinos dedicated to local government management and/or dedicated to communities with significant Hispanic/Latino populations” hereinafter referred to as the “Network or IHN.”

#### Section 2. Purpose and Objectives

The purpose of this association is to encourage professional excellence among Hispanic/Latino local government administrators and those local government officials working in communities with significant Hispanic/Latino populations, to improve the management of local government, to provide unique resources to Hispanic/Latino local government executives and public managers, and to advance the goals of professional, effective and ethical local government administration.

The objectives of the Network will be:

- a. Assisting communities to enhance the quality of life of Hispanic/Latino populations.
- b. Increasing Hispanic/Latino participation in local governance by improving their access to local governments.
- c. Promoting the local government profession within the Hispanic/Latino community.
- d. Sharing knowledge, information, and experience among the members of the Network.
- e. Encouraging continued education and training in local government administration.

- f. Developing and maintaining professional associations with organizations such as the International City County Management Association in order to assist the Network and those organizations achieve their common goals and objectives.
- g. Soliciting and receiving funds from the private sector, foundations or federal, state and local governments to promote and implement the Network's general goals and objectives.
- h. Forming strategic alliances (formal and informal) with other Hispanic/Latino professional organizations, and corporate and foundation partners, as well as actively developing and maintaining a professional association with other organizations that share similar goals and objectives such as the National Forum for Black Public Administrators.

## ARTICLE II: MEMBERSHIP AND DUES

### Section 1. Categories of Membership

The Network shall consist of three categories of membership: Full Members, ~~and~~ Associate Members and Corporate Members. All members are required, as a condition of membership, to subscribe to the goals and objectives of the Network, meet any qualifications adopted by the Board of Directors, and help promote the Network's overall goals and objectives.

### Section 2. Full Members

- a. Individual Membership. All active and retired local government professionals are eligible to become members of the Network.
- b. Large Local Government Membership. All local governments, special districts, authorities, councils of government or state/provincial associations of local governments with more than 1,000 employees are eligible to become members of IHN. Each Large Local Government Membership may designate up to fifteen (15) Individual Full Members with a discount for additional members.
- c. Small Local Government Membership. All local governments, special districts, authorities, councils of government or state/provincial associations of local governments with less than 1,000 employees are eligible to become members of IHN. Each Small Local Government Membership may designate up to seven (7) Individual Full Members with a discount for additional members.
- d. Legacy Member. IHN founding members are designated Legacy members of IHN. The founding members are (in alphabetical order):
  - Rolando Bono
  - Alexander E. Briseño
  - Severo Esquivel
  - George Flores
  - James Jaramillo
  - Ruben Mendoza
  - David Mora
  - Tony Ojeda
  - Gavino Sotelo
  - Calixto Torres

- Joel Valdez
- Legacy members receive lifetime membership and do not pay membership dues.
- e. Emeritus Member. The Board shall appoint Emeritus Members to the Network. Emeritus members shall include an individual who is one of the founding members. Emeritus members shall be invited to serve on the Leadership Council established by the Board to advise and assist with resource development to support IHN programs. Lifetime memberships shall be given at the discretion of the Board of Directors.
  - f. IHN Chapter Networks. All active members of an approved Chapter Network.

### Section 3. Associate Members

- a. Honorary Membership. The Board shall acknowledge individuals who have committed an extraordinary effort to further the mission, objectives and goals of the Network with a non-voting honorary membership.
- b. Nonprofit Membership. All active and retired education professionals of schools of public administration and active and retired nonprofit professionals of local government professional associations are eligible to become members of the Network.
- c. *Hermanos* —Local government professional members of affiliates and associations such as the National Federal of Black Public Administrators (NFBPA), the National Latino Officers Association, the National Latino Peace Officers Association; National Association of Hispanic Firefighters; and Reforma-The National Association to Promote Library and Information Services to Latinos and the Spanish Speaking; and other similar public sector advocacy and/or members associations. For groups not listed here, eligibility for IHN membership will be determined by the IHN Board of Directors on a case-by-case basis.
- d. Student Membership. Students at the undergraduate and graduate levels are eligible to become members of the Network. To be considered for Student Membership, a member must be a full-time student at an accredited college or university and not in a paid, full-time position. The member must be a student in public administration, public affairs, non-profit service or similar area and who intends to follow a career in public service, or any full or part-time intern, fellow or equivalent working in public service who is not eligible or more appropriately classified in another membership category may be come a member.

### Section 4. Corporate Members

- a. Individual Corporate Membership. Private sector/for profit individuals who have an interest in working with local governments.
- b. Small Business Membership. Businesses with 200 or fewer employees who have an interest in working with local governments. Each Small Business Member may designate up to 5 employees as Individual Corporate Members of IHN.
- c. Large Business Membership. Businesses with more than 200 employees who have an interest in working with local governments. Each Small Business Member may designate up to 10 employees as Individual Corporate Members of IHN.

## Section 5. Eligibility for Membership

The Board of Directors may specify procedures governing applications for membership and action thereon and requirements of eligibility for membership or renewal consistent with these Bylaws. The Board of Directors shall have final authority to determine the qualifications and eligibility of an applicant for membership and to approve or disapprove any membership of an applicant.

## Section 6. Voting Rights and Office Holding

The privilege of voting is limited to Full Members, as defined in Article II, Section 2. The privilege of holding office is limited to Full Members who are actively employed as local government professionals and current in the Network membership dues. Each Full Member shall be entitled to one (1) vote, specific to each subject properly submitted to vote, by voting procedures as set forth by the Board. Voting methods will include: in-person, electronic, and mail ballots. No proxy voting shall be permitted. The Network recognizes that members may be "in transition" for a period of time not to exceed one year from one local government position to another. Such "in transition" status will in no way affect the membership, voting status or office holding status of an Individual member. Office holders who otherwise leave the local government profession or retire from service may serve out their term of office.

## Section 7. Termination of Membership

The Executive Committee shall review all requests to consider termination of membership status and, if there is a finding that such membership status is detrimental to the best interest of the Network, the membership of a member may be terminated by a two-thirds (2/3) vote of the members of the Board of Directors present at any duly called meeting of the Board of Directors; provided that the member in question shall have had the opportunity after notice of at least thirty (30) days to show cause why membership should not be terminated as provided in this section.

## Section 8. Annual Dues

The Board of Directors shall review and determine the membership dues for each member or class of membership on an annual basis. Upon application, annual dues shall be payable to the national office of the Network and annually thereafter on that date or on a date as may be determined for greater operational efficiency. The Board of Directors shall have a separate class of dues at a higher rate that is determined by the Board of Directors on an annual basis. An addendum to the bylaws with the current dues structure approved by the Board of Directors shall be updated annually.

## Section 9. Failure to Pay Annual Dues

If a member of the Network shall fail or refuse to pay annual dues within a period of ninety (90) days after the same are due and payable, the membership of such member shall then stand suspended and may be terminated without regard to the provisions of Section 6 of this Article II.

## ARTICLE III: MEETINGS

### Section 1. Authority to Call Meetings

All meetings of the Network membership and/or the Board of Directors shall be at the call of the President or a majority of the members of the Board of Directors. The venue shall be designated by the President, including electronic communications.

### Section 2. Quorum

For the purpose of transacting official business, a quorum of the Board of Directors shall consist of a majority of the eligible voting members of the Board.

### Section 3. Annual Meeting

The Annual Meeting of the Membership shall be held in conjunction with the Network's Annual Installation of Officers. The date and location of the Annual Meeting shall be set and approved by the Board at the first meeting of the calendar year to coincide with a planned mid-year event. Notice of such meeting shall be provided at least thirty (30) days in advance of such meeting.

### Section 4. Meetings of the Board of Directors

The Board of Directors shall meet at least two (2) times each year at a time, the manner, and venue designated by the President.

### Section 5. Executive Sessions of Board of Directors

All executive sessions of the Board of Directors shall be closed to anyone who is not a member of the Board of Directors, unless otherwise requested by a majority of the Board of Directors.

### Section 6. Special Meetings of the Board of Directors

Special meetings of the Network may be held at such times and places as may be determined by the Board of Directors. Special meetings of the Board of Directors may be called at any time by the President or a majority of the members of the Board of Directors. Written notice (including electronic notification) of the time, place, and purpose of such meeting shall be communicated, at least three (3) days prior to the date of the special meeting of the Board of Directors, to each member entitled to vote at such meeting. In the absence of any objection, the presiding officer may vary the order of business or add thereto at his/her discretion.

Any meeting of the Board of Directors or the Executive Committee of the Board of Directors may be held by telephone and action may be taken electronically. Such meetings may be called upon notification by the President, or by a majority of the Board of Directors by written notice of the date, time, place, and purpose of such

meeting, shall be mailed or emailed to each member entitled to vote at such meeting, at least three (3) days prior to the date of the special meeting of the Board of Directors. In the absence of any objection, at the presiding officer's discretion, the order of business may vary or be added thereto.

### Section 7. Order of Business

Procedures followed at annual or special meetings shall be in accordance with the Robert's Rules of Order when not inconsistent with the constitution, Bylaws or rules of the Network.

## ARTICLE IV: OFFICERS AND DUTIES

### Section 1. Board of Directors

The Network shall be governed by a thirteen (13) member Board of Directors that shall consist of the President, President-Elect, the Immediate Past-President, and Vice President for Membership, Vice President for Programs, seven (7) At-Large Directors, and one Past ICMA Board Member by appointment of the President. The Board may appoint ex officio members as advisors to the Board of Directors.

### Section 2. Duties of Board of Directors

- a. Sets overall policy direction for the Network. Shall be empowered to decide upon all questions that may arise during the interval between meetings of the membership for the Network, except as otherwise provided in the Bylaws.
- b. Shall be responsible for developing and approving revisions to rules and Bylaws subject to objection by the membership as provided in Article VII, Section 1.
- c. Shall approve the annual plan and budget as developed and submitted by the President. As part of the budget process, shall set membership dues. The Board shall also provide on-going guidance to assure the successful fulfillment of the Network's goals and objectives.
- d. Demonstrates a strong commitment in work pertaining to the Network through a number of activities, such as but not limited to: attending and being fully prepared to participate in board meetings, leading and/or contributing in subcommittee work, and assisting in fundraising efforts.
- e. Works in cooperation with Board members and Network members to support and foster the larger organizational strategic mission.

### Section 3. Executive Committee

The President, President-Elect, Immediate Past-President, Vice President for Membership, and Vice President for Programs, shall constitute the Executive Committee of the Network.

### Section 4. Duties of Executive Committee

- a. Publicly represents positions of the Network and shall be empowered to determine positions of the Network on issues requiring timely responses.
- b. Communicates and interprets policy.
- c. Acts on behalf of the Network Board on issues of an emergency nature.
- d. Implements the Network annual strategic plan as developed and approved by the board of directors.
- e. A majority of the Executive Committee shall constitute a quorum.

## Section 5. Officers and Duties of Officers

### President

- a. Presides at all meetings of the Network, and serves as Chairperson of the Board of Directors and Executive Committee.
- b. Appoints members to committees, task forces, affiliates, or other bodies as necessary. Appoints ex-officio members as deemed necessary.
- c. Assists in developing the draft annual budget to accomplish objectives for the Network, which are considered, modified, and approved by the Board of Directors.
- d. Performs other duties usually incumbent upon that officer.
- e. Serves as a link between other members on matters of policy.
- f. Serves as member ex-officio of all committees.
- g. Appoints one (1) past ICMA Board member to serve on the Board of Directors.

### President-Elect

- a. Exercises Presidential functions if the President is absent or unable to serve.
- b. Develops and maintains a professional association with Affiliated Groups and Partners in order to assist the Network to achieve its overall goals and objectives.
- c. Fulfills other duties as may be delegated by the President.
- d. Acts as the Secretary-Treasurer of the Network of the organization, and provide an annual budget to the Board of Directors. Ensures development and Board review of financial policies and procedures.

### Vice President for Membership

- a. Develop annual strategy for membership development.
- b. Assists with membership efforts in the regions with the assistance of the regional chapters and local representatives.
- c. Assists with communication to Network chapters and promotes chapter and affiliate development in all regions to increase IHN membership.
- d. Monitors efforts to achieve membership goals set by the Board of Directors.

### Vice President for Programs

- a. Coordinates and provides support to local members in the development of regional seminars/meetings and national conferences.
- c. Assists with development of professional training and development programs to support IHN member career development. Assists in program development for funding sources to support IHN events.

#### At-Large Directors

- a. Communicate and promote the objectives of the Network.
- b. Promote networking among Hispanic/Latino local government officials and those local government officials working in communities with significant Hispanic/Latino populations.
- c. Actively participate in Network events and activities.
- d. Represent the states with the most Network membership.
- e. Participate in established and special committees.

#### Past ICMA Board Member

- a. Member of the IHN.
- b. Must have served in a Board capacity with ICMA.
- c. The President will fill this position upon appointment.

#### Immediate Past President

- a. Serves on the Nominations Committee.
- b. Serves on the Fund Development Committee.
- c. Provides organizational continuity with past operations and programs.
- d. Fulfills other duties that may be assigned.

### ARTICLE V: NOMINATIONS AND ELECTIONS

#### Section 1. Composition, Ratification and Terms of Office of Board Members

The officers of the Network shall be a President, President-Elect, Immediate Past-President, Vice President for Membership, Vice President for Programs, seven (7) At-large Directors, and one (1) Past ICMA Board Member.

The election of the President-Elect shall occur in odd numbered years and be ratified at the Annual Meeting of the Membership following the election for a President-Elect. The President-Elect shall serve a two year term and automatically succeed as President, and shall serve a two-year term as President, or as otherwise provided for in Article V, Section 7.

The outgoing President shall automatically succeed as Immediate Past President, and shall serve a two year term as Immediate Past President.

The election of the Vice President for Membership and the Vice President for Programs shall each be ratified at the Annual Meeting of the Membership and each

shall serve a two-year term. The Vice President for Membership shall be elected in odd numbered years and the Vice President for Programs shall be elected in even numbered years. Each position may be nominated to serve additional two-year terms.

The election of the seven At-large Directors shall be ratified at the Annual Meeting of the Membership. The At-large Directors shall serve a term of two years. Four (4) At-large Directors shall be elected in odd numbered years and three (3) At-large Directors shall be elected in even numbered years. At-Large Directors may be nominated to serve additional two-year terms.

The Past ICMA Board Member shall be appointed by the President at the Annual Meeting of the Membership.

## Section 2. Tenure of Officers and Effective Date of Terms

All officers will be appointed for two-year terms. Officers may be appointed to serve multiple terms.

A vacancy in any elective office may be filled as prescribed in Article V, Section 7 for the balance of the term thereof through election by the Board of Directors at any meeting.

The term of office of each elective officer shall begin at the annual meeting following the election, and shall serve for the office's designated term and until the elective officer's successor is duly elected and ratified as provided for in Article V, Section 3.

## Section 3. Elections.

Prior to each Annual Meeting of the Membership, the Network shall elect the officers who meet the requirements contained in Section 5 of Article II. Any candidate receiving the highest number of all votes cast for any office shall be declared elected.

## Section 4. Nominations.

Nominations for the elected officers of the Network shall be made by a Nominating Committee appointed by the President with the consent of the Board of Directors. The Chair of the Nominating Committee shall be the Immediate Past President. If the Immediate Past President is unwilling or unable to serve, the President may appoint a past board member to serve as chair of the committee. The President may delegate responsibility for committee appointments to the committee chair. The Nominating Committee shall be responsible for initiating a nomination and election process ~~no less than 60 calendar days~~ prior to the Annual Meeting of the Membership, and preparing and submitting a slate of officers to the Board of Directors for ratification at the Annual Meeting of the Membership. Nominations may be submitted at any time during the year in accordance with the process established by the Nominating Committee.

## Section 5. Duties of the Nominating Committee

The Nominating Committee shall invite all Network members to submit recommendations of personal interest for nominations accompanied by a minimum of two (2) references and inform them that names may be placed in nomination by the Nominating Committee following review of qualifications and references. The Nominating Committee shall establish a schedule for receiving nominations to be submitted to the Board of Directors for approval. The schedule shall be publicized to the membership and allow for a minimum of thirty (30) days to submit recommendations or letters of interest. The Nominating Committee shall be responsible for conducting the election and counting the ballots.

## Section 6. Ballots.

The Nominating Committee shall provide ~~in writing (including electronic notification), mail to each Full Member,~~ a ballot including the candidates for each office together with biographical information on each candidate [to each Full Member](#). The ballot shall be provided not less than thirty (30) calendar days prior to the Annual Meeting of the Membership. Space shall be provided on the ballot for writing in the names of additional candidates. The ballot shall specify the deadline date for submitting the ballot to be counted in the election, but in no case shall that deadline be set less than fifteen (15) calendar days after the distribution of the ballots.

## Section 7. Vacancies.

- b. Executive Committee Vacancies. Except as otherwise may be provided in this section, vacancies of officers (Executive Committee) shall be filled by the Board of Directors to complete the unexpired terms of said officers. Vacancies for any Executive Board position(s) shall be filled through the order of succession as follows: the President-Elect, the Vice President for Membership, followed by the Vice President for Programs. Should the person in the line of succession be unable or unwilling to serve, the Board may appoint an At-Large Director. Should no current Board Member(s) be nominated to fill an Executive Board vacancy—then the Nominations Committee shall be convened to request nominations from the membership for the vacant position(s). The appointment shall be submitted for approval at the next scheduled election. At-Large Director Vacancies: Except as otherwise may be provided in this section, vacancies of At-Large Directors shall be filled by the Board of Directors. The Nominations Committee shall be convened to request nominations from the membership for the vacant position(s). The appointment shall be submitted for approval at the next scheduled election.

## Section 8. Resignation.

Any member of the Board of Directors may resign at any time by giving written notice to the President of the Board of Directors, with copies to the Network's national office. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the Board of Directors.

## Section 9. Termination

The Executive Committee shall review all requests to consider termination of office of a member of the IHN Board of Directors. Any member of the Board of Directors may be terminated after three (3) consecutive, unexcused absences from duly called meetings of the Board of Directors or if there is a finding of conflict of interest or issues related to professional conduct. An unexcused absence is defined as failure to notify the President or Executive Director of inability to attend at least 24 hours prior to the scheduled meeting. The Executive Committee shall make this determination for termination based on a majority vote of the Executive Committee, and shall have final authority for this decision.

## ARTICLE VI: CHAPTERS, LEADERSHIP COUNCIL & SPECIAL COMMITTEES

### Section 1. Chapters

The Network recognizes the value of the desire to form chapters of members and/or interested parties. The Board shall specify a process for affiliating with chapters under guidance of the Vice President for Membership. A model chapter affiliation agreement shall be maintained by the Vice President for Membership. All agreements shall be brought forth to the Board of Directors for adoption.

### Section 2. Leadership Council

The Leadership Council is hereby established and will consist of Emeritus members, past presidents, retired local government managers and professionals whose primary responsibilities will be to advise the Board on matters related to visioning, strategic planning, program development, and/or resource development as directed by the President of the Board of Directors. The President will make appointments to the Leadership Council with the consent of the Board of Directors.

### Section 3. Appointment of Special Committees

The President may appoint such special committees as may be necessary for the proper transactions of the business of the Network.

### Section 4. Quorum

A majority of each committee shall constitute a quorum thereof and any question may be decided by a majority of those in attendance.

## ARTICLE VII: AMENDMENTS

### Section 1. Amendment of Bylaws

Except as may otherwise be provided in these Bylaws, the Bylaws may be amended by a two-thirds (2/3) vote of the Board of Directors Amendments, if approved, shall

become effective immediately following a thirty-day notice to the membership providing no objections are submitted. If objections are submitted, the Board of Directors shall discuss the issue with the objecting party(ies) and either modify and resubmit the amendment to the membership or make a determination that the amendment is in the best interest of the Network. Members shall be notified of final action as provided for in the bylaws.

## Section 2. Proposed Amendments

Proposed amendments may be initiated either by petition signed by fifteen (15) Full Members or by the Executive Board of Directors. A Bylaws amendment submitted by a valid petition shall be submitted for approval as provided in Article VII, Section 1.

## ARTICLE VIII: NOTICES

### Section 1. Required Notice

Whenever official notice is required to be given to the membership, unless otherwise specified, such notice shall be deemed as sent when sent by Network staff or officer of the Network to the latest known address (mail or email) of the person to be notified. In addition, the inclusion of a notice of a meeting of the Network in the official publication or posted on the Network website, and emailed to all members in good standing, shall constitute sufficient notice.