

# ASPIRA

ASPIRA Association, Inc.

# BY-LAWS

\* Amended January 1992

\*\* Amended January 1993

\*\*\* Amended August 1997

\*\*\*\* Amended March 1999

\*\*\*\*\* Amended July 2006

7/27/2006

**ASPIRA ASSOCIATION, INC.**

**BY-LAWS**

**ARTICLE I**

These by-laws are established under the authority of the ASPIRA Association Articles of Association.

**ARTICLE II**

**OFFICES**

The principal office of the Association shall be in Washington, D.C. The Association may also have offices at such other places as the National Board of Directors may from time to time designate.

**PURPOSE**

The purpose of the ASPIRA Association Inc. is to advance the mission of ASPIRA, to promote the development of the Puerto Rican and Hispanic community through advocacy and the education and leadership development of its youth.

**MEMBERS**

The corporation shall have no members.

**DIRECTORS**

Section 1a. Number: The property, business and affairs of the Association shall be managed and controlled by the National Board of Directors. Each Associate shall be entitled to be represented by two (2) Directors on the National Board. The directors on the National Board of

Directors shall consist of the Chairperson of the Board of Directors of the ASPIRA Associate, and one representative who is a student between the ages of sixteen (16) and twenty-five (25) (or between the ages of twenty one (21) and twenty eight (28) years of age in those states and Puerto Rico where legal age of majority is 21, though this student must be a director of the Associate Board of Directors and has received, or is, receiving ASPIRA services), who is duly qualified to serve as, and is a director of the ASPIRA Associate's Board of Directors. All Directors must be at least sixteen (16) years of age and must also qualify as a director of their ASPIRA Associate pursuant to relevant local statutes.

Section 1b. Representation of Affiliates: The National Board of Directors may, by a majority vote of its members, include representation, without vote, of an ASPIRA Affiliate on the National Board of Directors. In the event the National Board of Directors votes to include representation from an Affiliate, the Chairperson of the Board of Directors of the Affiliate and a student who meets the qualifications set forth for student representatives above, would become the Affiliates' representatives to the National Board of Directors.

Section 1c. Removal: Should a Director representing an Associate/Affiliate be removed from the National Board for cause, that ASPIRA Associate/Affiliate can elect, among the directors of its board, a representative to the National Board of Directors. Should the student representative of an Associate/Affiliate be removed from the board for cause, the Associate/Affiliate may designate a student representative to the National Board of Directors.

Section 2. At-Large-Directors and Their Terms: In addition to the directors chosen in accordance with Section 1(a) above, the National Board will have six At-Large directors. Two At-Large directors will be chosen under the circumstance enumerated below in this Section, being the

Immediate Past Chairperson of the National Board and the Immediate Past Chairperson of the Student Affairs Committee. Four At-Large Directors will be elected by a majority vote of the National Board of Directors at the regular annual meeting of the National Board of Directors. The four elected At-Large directors shall have fixed terms of 2 years and can be reelected for one additional, fixed, consecutive two-year term, except when filling a vacant At-Large position under circumstances described in section 3, below. The elected At-Large Directors shall be selected by a majority vote of the National Directors elected by the Associates prior to the selection of officers of the National Board. The terms of the elected At-Large Directors will be staggered. No more than two elected At-Large directors will be elected in any year. There shall not be more than two of the six At-Large directors from any geographical area served by any Associate. At-Large Directors shall not be directors of any Associate or Affiliate ASPIRA Board of Directors during the time they are serving as Directors of the ASPIRA Association, Inc.

Further, in the event the Chairperson of the National Board is not a representative of any Associate, an At-Large Director shall be elected by the National Board for one year.

Further, in the event the Chairperson of the Board of the ASPIRA Association, Inc. during the twelve months following the end of his/her term as that Chairperson, does not otherwise remain a director of the ASPIRA National Board of Directors, he/she shall remain a director of the National Board of Directors of the ASPIRA Association, Inc. for an additional twelve months as an At-Large Director (as Immediate Past Chairperson) unless he/she was terminated for cause from his/her position as Chairperson of the ASPIRA Association.

While Associates are represented on the National Board of Directors, in their capacity as directors of the ASPIRA Association Inc., they represent, and have stewardship of the interests of, the ASPIRA Association, not their Associate.

Section 3 – Code of Ethics and Conflict of Interest: The National Board of Directors will approve a Statement of Values Code of Ethics that will include a Conflict of Interest Policy. Each year, all directors of the National Board of Directors will accept and sign this document that will be retained as part the Association’s records.

Section-4 Vacancies: In case any vacancy on the National Board of Directors shall occur through death, resignation, disqualification, incapacity, or any other cause, the vacancy shall be filled by the Board of Directors of the Associate or Affiliate represented by any such director on the National Board creating the vacancy for the unexpired portion of the term at any annual meeting, regular meeting, or special meeting held for that purpose. In the case of a vacancy of any position of an At-Large director on the National Board, such vacancy shall be filled, for the unexpired portion of the term, by a majority vote of the Directors on the National Board.

Section 5 Effect of Death, Resignation, or Removal: All rights, powers, privileges and responsibilities of any Board director shall cease upon his/her death, resignation, or removal.

### **ARTICLE III**

#### **MEETINGS**

Section 1. Annual Meeting: There will be an Annual Meeting of the National Board of Directors at time and place designated by the National Board of Directors, when a report will be rendered by the President of the past year's activities, elections of At-Large directors will be held

and vacancies, if any, will be filled on the National Board of Directors. Elections of officers of the National Board of Directors shall also take place at the Annual Meeting.

Section 2. Place of Meeting: Meetings of the National Board of Directors of the Association are to be held at such place as may be designated by the National Board of Directors.

Section 3. Meetings: Meetings of the National Board of Directors shall be held at least two (2) times a year.

Section 4. Notice of Meeting: Meetings of the National Board of Directors may be held upon written notice to each Director not less than five (5) days before such meeting.

Section 5. Voting: At all meetings of the National Board of Directors each Director shall have one (1) vote, and, except as otherwise provided by these By-Laws, by statute, or by Robert's Rules of Order, the act of a majority of the Directors present at a meeting at which a quorum has been established shall be the act of the National Board of Directors. Voting by means of a proxy shall be permitted. However, a proxy vote shall not be entrusted to an Executive Director/ President, staff or employee of the ASPIRA National Office or Associates/Affiliates. One person cannot have more than one vote, unless they have been entrusted with a proxy. No one person may have more than one proxy. A proxy vote shall be entrusted to any Associate/Affiliate or National Board director. Directors who will entrust a proxy must notify the Chair in writing prior to the meeting at which the proxy will be executed. Voting by electronic means or teleconference will be permitted as defined in the ASPIRA Board Policies and Practices.

Section 6. Quorum and Adjournments: A majority of the directors of the National Board of Directors then holding office shall constitute a quorum for the transaction of business. Directors may participate by electronic means.

Section 7. Order of Business: The Order of Business shall be as follows at all the meetings of the National Board of Directors and all Committees, unless otherwise determined by the Board:

1. Calling of the Roll
2. Disclosure of Conflict of Interest
3. Proof of Notice of Meeting or Waiver of Notice
4. Reading of Minutes
5. Receiving Communications
6. Reports of Officers
7. Elections of Officers and New Directors
8. Reports of Committees
9. Unfinished Business
10. New Business

Section 8. Consent in Lieu of Meeting: Any action required or permitted to be taken at any meeting of the National Board of Directors, or of any committee thereof, may be taken without a meeting if all directors of the Board or committee, as the case may be, consent thereto in writing and the writing or writings are filed with the minutes of proceedings of the Board or committee.

Section 9. Removal: Failure of a Director to attend two (2) consecutive meetings of the National Board of Directors where notice has been provided in accordance with Article III, Section 4, may result in the termination of membership on the Board upon the majority vote of all directors of the National Board of Directors. However, if a director is represented at the meeting by proxy, said absence will not constitute a failure of the Director to attend that meeting.

Further, a director on the National Board of Directors, may be removed for cause by the affirmative vote of two-thirds (2/3) of all directors of the National Board of Directors.

## **ARTICLE IV**

### **OFFICERS**

Section 1. Number: The officers of the National Board shall be:

1. Chairperson
2. Vice-Chairperson, Program
3. Vice-Chairperson, Finance/Treasurer
4. Vice-Chairperson, Personnel
5. Secretary

Section 2. Election and Appointments: All officers of the National Board shall be elected annually by the National Board of Directors at the Annual Meeting. Officers shall continue to hold office during the year at the discretion of the National Board of Directors. Vacancies may be filled at any meeting of the Board. The Board may appoint such other officers, agents and employees as it shall deem necessary, who shall serve at the discretion of the Board and who shall have such authority and shall perform such duties as may, from time to time, be prescribed by the Board.

Section 3. Duties of Officers:

- (a) Chairperson of the Board: The Chairperson shall preside at all meetings of the Executive Committee, the National Board of Directors, and at the Annual Meeting, and shall present a report on the state of affairs of the Association. He/she shall be an ex-officio member of all committees. He/she shall appoint, from time to time, special committees from the National Board of Directors to act upon such matters as

he/she shall designate. He/she shall enforce these By-Laws and perform all duties required by the position and By-Laws.

- (b) Vice-Chairperson, Program: During the absence or inability of the Chairperson to render and perform his/her duties or exercise his/her powers, as set forth in these By-Laws, the same shall be performed and exercised by the Vice-Chairperson in charge of Program and when so acting, he/she shall have all the powers and be subject to all the responsibilities hereby given to or imposed upon the Chairperson. The Vice-Chairperson in charge of Program shall perform such duties as are necessary for the program, planning and evaluation of the Association in conjunction with staff.
- (c) Vice-Chairperson, Finance/Treasurer: During the absence or inability of the Chairperson and Vice-Chairperson of Program to render or perform the duties of the Chairperson or exercise his/her powers as set-forth in these by laws, the same shall be performed and exercised by the Vice-Chairperson in charge of Finance/Treasurer, and when so acting, he/she shall have all the powers and be subject to all the responsibilities hereby given to or imposed upon the Chairperson. The Vice-Chairperson of Finance/Treasurer shall also perform such duties as may be necessary to conduct the fund-raising activities of the Association in conjunction with staff. The Vice Chairperson of Finance/Treasurer shall have the care and custody of and be responsible for all funds and securities of the Association. He/she shall keep or cause to be kept, accurate cash, check, bank, and other necessary and proper books of accounts. The Vice-Chairperson of Finance/Treasurer, will not be the Chairperson of the Audit Committee. He/she shall perform such duties and

exercise such powers as the National Board of Directors, or in connection with the management of the Association, as the Chairperson may, from time to time, prescribe.

- (d) Vice-Chairperson, Personnel: The Vice-Chairperson for Personnel shall coordinate a yearly evaluation of the President and assist in the personnel matters of the Association as needed.
- (e) Secretary: The Secretary shall keep the minutes of the meetings of the National Board of Directors and of the membership in appropriate books. He/she shall serve all notices of the Association and shall be custodian of the records and of the Seal of the Association and shall affix the latter when required. He/she shall present to the National Board of Directors at their regular meetings, all communications addressed to him/her officially by the Chairperson or any officer of the Board. He/she shall perform such other duties as the Chairperson may direct.

Section 4. Resignations: Any officer may resign at any time in writing by notifying the Chairperson or the Secretary of the National Board of Directors of the Association. Such resignation shall take effect at the time herein indicated. Unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies: Vacancies in any office may be filled by the National Board of Directors at the annual meeting, the regular meeting, or any special meeting.

## **ARTICLE V**

### **EXECUTIVE COMMITTEE**

Section 1. Constitution: There shall be an Executive Committee composed of the Chairperson of the Board, Vice-Chairperson for Program, Vice-Chairperson for Finance/Treasurer, Vice-Chairperson for Personnel, Chairperson of the Student Affairs Committee, Secretary of the Association, and the person who served as Chairperson of the Board of the ASPIRA Association during the twelve months following the end of his/her term as said Chairperson. In the event these officers do not collectively represent all Associates, the Chairperson of any Associate not represented shall become a member of the Executive Committee. The National Board of Directors shall fill any and all vacancies in the Executive Committee to serve in the temporary absence or disability of Associate boards' directors and to ensure that all Associates are represented on the Executive Committee. Such designation or such appointment of an alternate director of said committee may be removed, at any time, by the National Board of Directors.

Section 2. Powers: The Executive Committee shall have and may exercise, so far as may be permitted by law, all the powers of the National Board of Directors in the management of the property and affairs of the Association in the intervals between meetings of the Board, shall act in such intervals as the governing body of the Association, and shall have the power to authorize the seal of the Association to be affixed to all papers which may require it.

Section 3. Organization, Meetings, etc.: The Chairperson of the Board shall be Chairperson of the Executive Committee, and he/she shall appoint a Secretary of the meetings of the Executive Committee. In the absence of any such Chairperson of the Executive Committee at any meeting of

the Executive Committee, the Vice-Chairperson for Program shall be the Chairperson of the meeting and in his/her absence the Vice-Chairperson for Finance shall be Chairperson of the Executive Committee. The Executive Committee may adopt rules governing the time of, and or method of calling and/or of, holding its meetings and may also adopt rules governing the conduct of its affairs provided that meetings of the Executive Committee may be called by the Chairperson or his/her substitute, as provided in Article IV, Section 3, (b) and (c), or a majority of the members of the Executive Committee.

The Executive Committee shall keep a record of its acts and proceedings and shall report thereon to the National Board of Directors.

Section 4. Quorum and Manner of Acting: A majority of the Executive Committee shall constitute a quorum for the transaction of business, and the act of a majority of those present at a meeting at which a quorum is present shall be the act of the Executive Committee.

### **STANDING AND TEMPORARY COMMITTEES**

Section 1. Constitution and Powers: The National Board of Directors may, by resolution, establish standing or temporary committees to study, plan, administer, or otherwise be concerned with specific projects which the Association shall undertake and, to the extent permitted by law, may delegate to any such committee, such lawful powers as the National Board of Directors shall determine. Members of all committees, Standing and Temporary, will be appointed by the Chair of the Board, except for the Student Affairs Committee. Any member of any standing or temporary committee, except the Student Affairs Committee, may be removed, with or without cause, at any time, by the National Board of Directors.

Section 2. Organization, Meeting, etc.: The Chair of the Board of the Association shall designate the Chairperson of any standing or temporary committee and/or the Secretary thereof except for the Student Affairs Committee. In the absence of the Chairperson of the standing committee and/or the Secretary, at any meeting of a standing committee, the committee shall appoint a Chairperson or Secretary at the meeting, as the case may be. Each standing committee may adopt rules governing the time of, and/or method of calling and/or of holding its meetings and may also adopt rules governing the conduct of its affairs. Each standing committee shall keep a record of its acts and proceedings and shall report thereon to the National Board of Directors.

Section 3. Quorum and Manner of Acting: A majority of the members of any standing committee shall constitute a quorum for the transaction of business, and the act of a majority of those present at a meeting at which a quorum is present shall be the act of each committee.

Section 4. Student Affairs Committee: A Student Affairs Committee will be established as a Standing Committee of the Board of Directors. The Student Affairs Committee will be composed of all the student representatives on the National Board of Directors.

The Student Affairs Committee will elect, among its members, a Chairperson, a Vice-Chairperson, and a Secretary for a term of one year at the Annual meeting of the Board of Directors. The Student Affairs Committee may adopt rules governing the time of, and/or method of calling and/or of holding its meetings and shall keep a record of its acts and proceedings.

The Student Affairs Committee will be responsible for identifying, reviewing, and making recommendations to the National Board of Directors on issues that affect students and student participation on the National Board of Directors.

Section 5. Governance and Nominations Committee: A Governance and Nominations Committee will be established as a Standing Committee of the National Board of Directors. The Governance and Nominations Committee will: a) nominate candidates annually for officers of the National Board of Directors, and candidates for elected At-Large directors; b) design and implement a Board Development Plan; c) organize an annual self-evaluation of the performance of the board; d) periodically review the by-laws and governance documents of the Association. The Governance and Nominations Committee will operate in accordance with Section 2 and Section 3 above and any provisions approved by the National Board of Directors.

Section 6. Audit Committee: An Audit Committee will be established as a Standing Committee of the National Board of Directors. The Audit Committee will consist of three Directors of the Board of Directors. The Committee will review the audit and discuss the audit with the auditors, and will formally present the audit to the Board of Directors.

Section 7. Temporary Committees: The Chairperson of the National Board of Directors shall be authorized to appoint temporary committees to report on any problems that the Association may desire or need to study.

## **ARTICLE VI**

### **POLICIES AND PRACTICES MANUAL**

The National Board of Directors will establish policies and practices that will be contained in a National Board of Directors Policies and Practices Manual.

## **ARTICLE VII**

### **ASPIRA ASSOCIATION, INC.**

#### **NATIONAL OFFICE STAFF**

The National Board of Directors shall appoint a President and Chief Executive Officer. The President/Chief Executive Officer (CEO) shall function as the chief operating officer of the Association and, subject to the control of the National Board of Directors, shall perform all duties customary to that office and shall supervise and control all of the affairs of the Corporation in accordance with policies and directives approved by the National Board of Directors. Further, the President/CEO shall:

Section 1. Technical Assistance and Research: Provide technical assistance to each of the Associates/Affiliates and, where appropriate, to other agencies, organizations, or groups consistent with the purposes of the Association. With the approval of the National Board, the President/CEO shall develop and implement research projects, which identify, investigate, organize, and disseminate information which affects the issues, policies, and/or programs of national concern to the Association.

Section 2. Advocacy: Articulate the Association's position on issues, problems, and solutions of both national scope and effect. In performing this duty he/she shall consider and respect the diversity of local concerns and interests represented by the ASPIRA Associates/Affiliates.

Section 3. Joint Programs: With regard to those nationally sponsored programs which involve on-going, specific collaboration among and between ASPIRA Associates/Affiliates and the

National Office, the President/CEO, in negotiation with the participating Associate/Affiliates, shall plan, develop, seek funding, monitor implementation, evaluate, report and act as the responsible fiscal agent for such joint national programs as will be established. For these purposes he/she will establish the necessary administrative contractual and other practices that will ensure the successful performance of such programs. The delivery of such programs will be the primary function of the Associates/Affiliates.

Section 4. Fund Raising: Oversee the funding of approved National and Joint National Programs, which is the function of the National Office. It is also the function of the President/CEO to maximize the procurement of funds from national funding sources. He/she shall coordinate, through consultation, collaboration and the annual exchange of information with the Associates/Affiliates, the strategy for such fund raising.

In case of disagreement with regard to program development between or among the National Office and any Associate/Affiliate, or between or among any Associates/Affiliates, the President/CEO is authorized to resolve through mediation such disputes. In the event a resolution is not achieved, any affected Associate or the President/CEO may place the disagreement at any time before the National Board for determination, or in lieu thereof, to the Executive Committee.

Section 5. Financial Assistance: Upon recommendation to and approval of the National Board, be responsible for the implementation and disbursement of national Monies to the Associates/Affiliates. He/she will also submit plans for approval to the National Board for implementing financial assistance to the National Office from Associates/Affiliates sources.

Section 6. Other Functions: Perform such duties as are assigned by the National Board, or such other functions which are consistent with the Articles of Association and these By-Laws.

Section 7. Staff: Be responsible for hiring and supervising a National Office staff to assist him/her in carrying out his/her duties.

Section 8. Legal Powers: Execute on behalf of the Association contracts, leases, debt obligations and all other forms of agreements or instruments, whether under seal or otherwise, permitted by law, the Articles of Incorporation and these By-laws; except where such documents are required by law to be otherwise signed and executed, or where the signing and execution thereof shall be exclusively delegated to some other officer or agent of the Corporation.

Section 9. National Presence: Enhancing the national visibility of the Association by disseminating ASPIRA's research and program accomplishments, and by participating in coalitions with other national organizations working in areas of interest to ASPIRA.

Section 10. Coordination and Information Sharing: Coordinating programmatic and organizational resources and furthering the exchange of information among Associates/Affiliates, through facilitated networking and training seminars, publications and a regular flow of information on issues of relevance to ASPIRA.

Section 11. Reporting: Be responsible for securing, coordinating and presenting the quarterly reports and other reports necessary by the National Office to enable it to fulfill its responsibilities.

## **ARTICLE VIII**

### **COUNCIL OF EXECUTIVE DIRECTORS/PRESIDENTS**

Section 1. Constitution: The Executive Director/President/CEO of each ASPIRA Associate, and Affiliate with representation on the National Board of Directors, and the

President/CEO of ASPIRA Association, Inc. shall comprise the Council of Executive Directors/  
Presidents

Section 2. Purpose: In coordinating the planning, development and implementation of matters of national concern and interest, the President/CEO of the ASPIRA Association shall consult and seek the advice of the Council of Executive Directors/Presidents.

Section 3. Organization, Meetings, etc.: The President/CEO of the ASPIRA Association shall be the Chairperson of the Council of Executive Directors/Presidents. The President/CEO of the ASPIRA Association may convene a meeting of the Council of Executive Directors/Presidents or the designees of its members upon written notice to each member not less than five (5) days prior to the date upon which the meeting is to be held. Unless otherwise indicated by the written notice, all such meetings shall be held at the National Office of the Association. Apart from convening meetings, if any, of the Council of Executive Directors/ Presidents, President/CEO of the ASPIRA Association shall consult with the Council quarterly and more frequently if necessary.

## **ARTICLE IX**

### **WAIVER OF NOTICE**

Any meeting of directors, or committees and any action otherwise properly taken thereat shall be valid if notice of the time, place and purposes of such meeting shall be waived in writing before, at, or after such meeting. Maximum efforts shall be made to notify all directors of the National Board telephonically or otherwise in the event written notice is not given in accordance with Article III, Section 4.

## **ARTICLE XI**

### **ADMINISTRATIVE PROCEDURES**

Section 1. Negotiable Instruments: Checks, promissory notes and other instruments for the payment of money shall be signed by such person or persons as may, from time to time, be designated by the National Board of Directors.

Section 2. Real Estate and Property: In the event that an Associate takes steps to dissolve, it is understood that, as part of the National ASPIRA movement, said Associate/Affiliate shall convey its real estate and personal property to the ASPIRA Association, Inc.

## **ARTICLE XII**

### **INTRA-ASSOCIATION FINANCIAL TRANSACTIONS**

Procedures for intra-association financial transactions described under this Article shall govern any financial transactions between and among an individual Associate/Affiliate and the ASPIRA Association, Inc., National Office and between and among the Associates/Affiliates.

Section 1. Purchase of Goods and Services: The purchase of goods and services shall be evidenced through a purchase order or memorandum signed by the President/CEO of the Associate/Affiliate requesting the goods or services.

Section 2. Intra-Association Program Finances: Programs which are to be implemented by one or more Associates/Affiliates and the National Office shall be evidenced by a contract signed by the Associate's/Affiliate's Executive Director/President/CEO and the President/CEO of the ASPIRA Association.

Section 3. Intra-Association Loans and/or Guarantees: Loans between one or more Associates/Affiliates and the National Office shall be evidenced by a loan contract which shall require the signatures of the executive directors/presidents and treasurers of the parties to the contracts. Financial transactions need the approval of the Boards and signatures of the Chairs and Executive Directors/Presidents of both parties.

Section 4. Other Financial Transactions: All other financial transactions shall be evidenced by a memorandum of understanding signed, at a minimum, by the Executive Directors/Presidents of the contracting parties, if the term of the contract is less than one year, and also the treasurers, if the term is one or more years.

**ARTICLE XIII**  
**CORPORATE SEAL**

The seal of the Association shall be in such form as may, from time to time, be adopted by the National Board of Directors.

**ARTICLE XIV**  
**FISCAL YEAR**

Until changed by resolution of the National Board of Directors, the fiscal year of the Association shall be from July 1 through June 30.

**ARTICLE XV**  
**AMENDMENTS TO BY-LAWS**

These By-Laws may be amended, supplemented or replaced, from time to time, by a majority of the directors of the National Board of Directors, except that any amendment to Article

III Section 9 shall require ratification by no less than a two-thirds ( $2/3$ ) vote of all directors of the National Board of Directors. No amendments to these By-Laws shall be made except upon thirty (30) days written notification to the Directors.

Amended, July, 2006