

**AMENDED AND RESTATED BYLAWS  
OF THE  
CONGRESSIONAL HISPANIC CAUCUS INSTITUTE, INC.**

**ARTICLE I**

NAME.

The name of the Corporation is the Congressional Hispanic Caucus Institute, Inc.

**ARTICLE II**

PURPOSES OF THE ORGANIZATION.

The Corporation is organized for charitable, programmatic, and educational purposes. To accomplish these purposes, the Corporation has as its mission to develop the next generation of Latino leaders. It achieves its mission by offering educational and leadership development programs and other activities that promote college readiness and the growth of students and college graduates as effective professionals and strong leaders. It also convenes leaders for educational purposes and to support the mission. CHCI envisions educated and civic-minded Latino leaders engaged in and contributing to all aspects of U. S. society.

**ARTICLE III**

OFFICES AND REGISTERED AGENT.

Section 1. Principal Office. The principal office of the Corporation shall be located at such place, or places, within the District of Columbia, as may be designated by the Board of Directors. The Corporation may maintain additional offices at other locations, as the Board of Directors chooses to designate. Any change of the principal office shall be noted by the secretary on these Bylaws opposite this section, or this section may be amended to state a new location.

Section 2. Registered Agent. The Corporation shall continuously maintain a registered agent within the District of Columbia, which shall be designated by the Board of Directors. Any change in the registered agent shall be accomplished in compliance with the District of Columbia Non-profit Corporation Act.

**ARTICLE IV**

BOARD OF DIRECTORS.

Section 1. General Powers and Duties. The governing body of the Corporation shall be the Board of Directors of the Corporation. The Board shall manage, control, and direct the affairs and property of the Corporation. The Board shall have, and may exercise, all the powers specified in its Articles of

Incorporation and the District of Columbia Non-profit Corporation Act necessary to carry out the purposes of the Corporation.

Section 2. Composition of the Board of Directors.

(A) Board of Directors. The number of members of the Board of Directors constituting the entire Board of Directors shall be not more than twenty-five (25) voting Members (by end of 2012). The number of Members may be increased or decreased by amendment to the Bylaws. No decrease in the number of Members shall have the effect of shortening the term of any incumbent Member. The number of Members shall never be less than three. The Board shall consist of two groups of members as follows:

1. Group A Members.

- (a) Qualifications and Election. Members of Congress who are of Latino or Hispanic ancestry may apply for membership to the Congressional Hispanic Caucus Institute Board of Directors. Members of Congress may be elected by a majority vote of the Group A Members of the Board of Directors at the special elections meeting of the Board held pursuant to Article IV, Section 2(C).
- (b) Election. Group A Members shall have the right to elect new Group A Members of the Board.
- (c) Number. Group A Members may comprise no more than one-third (1/3) of the voting Members of the total membership of the Board of Directors.
- (d) Tenure. Group A Members shall be elected to a two (2) year term and may be re-elected to a consecutive term for a total of four (4) years. Upon expiration of their term(s) from the Board, Group A Members shall be appointed to serve on the Advisory Body established pursuant to Article VII, Section 4, of these Bylaws. Thereafter, Group A Members are eligible to rotate back on the Board of Directors subject to the same Board term limits of two (2) consecutive, two (2) year terms.
- (e) Special Rules. Group A Members shall abide by the rules and regulations of the U.S. House of Representatives Committee on Standards of Official Conduct or Senate Ethics Committee, as applicable.
- (f) Removal. Group A Members shall have the right to remove Group A Members of the Board by a majority vote of Group A Members at a duly noticed special meeting of the Board for the following causes:
  - i. a finding by the House Committee on Standards of Official Conduct (or similar Senate Committee in the case of a Senator) of a serious breach of ethics;
  - ii. any other conduct that may have a material adverse effect on the image, goodwill or reputation of the Corporation.

2. Group B Members.

- (a) Qualifications. Group B Members shall be leaders in their respective profession or field, who are not current Members of Congress. Group B Members may be nominated by any Member to the Nominations Committee, which shall consider all persons recommended and propose a slate of nominees to the Board of Directors. The President of the CHCI Alumni Association shall automatically serve as a Group B Member of the Board during his or her term of office.
- (b) Election. Group B Members shall be elected by a majority vote of Members at the special elections meeting of the Board of Directors, pursuant to Article IV, Section 2(C).
- (c) Number. Group B Members shall comprise at least two thirds (2/3) of the total membership of the Board of Directors.
- (d) Tenure. Group B Members shall be elected to a two (2) year term and may be re-elected to two (2) additional consecutive terms for a total of six (6) years. Group B Members who have completed three (3) consecutive terms are eligible for re-election to the Board two (2) years after their last term is completed.
- (e) Special Responsibilities of Group B Members. In addition to the General Powers and Duties described in Article IV, Section 1 above, Group B Members shall have the following responsibilities:
  - i To support the Corporation's fundraising goals as determined annually by the Board;
  - ii To personally attend the meetings of the Board and participate actively in the governance of the Corporation, including by serving on at least one committee of the Board; and
  - iii To otherwise support the mission of the Corporation through participation in its programs and activities.
- (f) Removal. Group B Members may be removed from office by a two-thirds vote of those voting at a Board meeting but not less than two-thirds of a quorum of the Board of Directors, with the Member being considered for removal not participating in the vote. In addition, the Chair shall remove any Group B Member from the Board of Directors on the occurrence of any of the following events:
  - i. a Member's failure to support the Corporation's fundraising goals as determined annually by the Board (provided such Member is not prohibited by law from fundraising);
  - ii. the insolvency of a Member;

- iii. incapacity of a Member or to perform the obligations of a Member hereunder;
  - iv. failure to attend Board meetings; or
  - v. any other conduct that may have a material adverse effect on the image, goodwill or reputation of the Corporation.
- (B) Vacancies on the Board of Directors. Any vacancy occurring on the Board of Directors for any reason shall be filled at the next special election meeting.
- (C) Elections. Officers and Group A Members and Group B Members of the Board of Directors shall be elected at the special elections meeting of the Board of Directors held between mid-November and mid-December of every even numbered year.

## **ARTICLE V**

### MEETINGS OF THE BOARD OF DIRECTORS.

#### Section 1. Time, Place and Manner of Meetings.

- (A) Meetings. The Board of Directors shall hold at least two (2) meetings annually on the date, time, and place specified by the Chair in a notice that shall be mailed to all Members, not less than thirty (30) days before the meeting, or delivered by hand, email, facsimile, or overnight delivery, not less than twenty-five (25) days before such date.
- (B) Special Meetings. Special meetings of the Board of Directors may be called by the Chair of the Board or at the request of one-third of the members of the Board of Directors, on seven (7) days' notice, if such notice is delivered by hand, email, facsimile, or overnight delivery, and not less than fourteen (14) days before the meeting, if sent by regular mail.
- (C) Action by Consent. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if written consent to such action is signed by all members of the Board of Directors and such written consent is filed with the minutes of the proceedings of the Board of Directors. Such consent may be provided via e-mail, mail or overnight mail.
- (D) Meetings by Telephone. Any or all Members may participate in a special or special elections meeting of the Board, or a Committee of the Board, through telephone conference calls or similar means of communication by which all persons participating in the meeting are able to hear one another.
- (E) Notices, Content, Forms, Delivery. Whenever notice is required to be given to any Director, under the provisions of law, the Articles of Incorporation, or these Bylaws, such notice may be given in writing, by mail, addressed to such Member, at his/her post office address, as it appears on the records of the Corporation. Such notice shall be deemed to be given at the time it is deposited in

the United States mail. Notice may also be given in person or by email, telephone, facsimile, or overnight letter. The notice shall, to the extent practicable, specify the place, date, and hour of the meeting and, (1) for a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (2) for the regular meetings, those matters that the Board, at the time notice is given, intends to present for action by the Members, but any proper matter may be presented at the meeting.

- (F) Waiver of Notice. Whenever notice is required to be given to any Member, under the provision of law, the Articles of Incorporation, or these Bylaws, a written waiver thereof, signed by the person or persons entitled to such notice and filed with the records of meeting, whether before or after the time stated therein, shall be deemed to be the equivalent of such notice. In addition, any member who attends a meeting of the Board of Directors in person, without protesting at the commencement of the meeting the lack of notice thereof, shall be conclusively deemed to have waived notice of such meeting.
- (B) Voting by Proxy. Voting by proxy is NOT permitted by nonprofit Corporations residing in the District of Columbia.
- (C) Quorum. One-third (1/3) of the voting Members of the Board of Directors shall constitute a quorum for the transaction of business and the affirmative vote of a majority of the Members at such meeting shall be required for any action of the Board of Directors. Members participating in the meeting by telephone at a special, or special elections meeting shall be counted toward the quorum requirements.

## ARTICLE VI

### OFFICERS.

Section 1. Election. The Officers of the Corporation shall be elected by the affirmative vote of a majority of the members of those voting at a Board meeting, but not less than a majority of a quorum of the Board of Directors, during the special election meeting of the Board of Directors, as referenced in Article V Section 1(B). The Officers of the Corporation shall be charged as follows: a Chair, a Vice Chair, a President and CEO, a Treasurer, and a Secretary, and such other officers as shall be deemed necessary by the Board of Directors.

Section 2. Term. The Officers of the Corporation shall be elected for a two-year term and shall hold office until their successors take office. The Board of Directors may fill the unexpired portion of any Officer's vacancy on the Board.

Section 3. Authority. The Chair, and such other Officers as are authorized thereunto by resolution of the Board of Directors, may execute bonds, mortgages, contracts, leases, agreements, and other instruments requiring a seal under the seal of the Corporation, and also may execute such documents not requiring a seal, except where such documents are required by law to be otherwise signed and executed, and except where the signing and executing shall be exclusively delegated to another officer or agent of the Corporation.

Section 4. Duties.

- (A) Chair. The Chair shall preside at all meetings of the Board of Directors and the Executive Committee and shall see that all orders and resolutions of the Board of Directors and Executive Committee are carried into effect. The Chair shall provide general oversight over these affairs of the Corporation subject to direction and review by the Executive Committee.
- (B) Vice Chair. The Vice Chair shall, in the absence of the Chair, or in the event of his/her disability, perform the duties and exercise the powers of the Chair, and shall generally assist the Chair and perform other such duties as from time to time may be assigned by the Chair or the Board of Directors.
- (C) President & CEO. The President & CEO shall be the principal executive officer of the Corporation and shall in general supervise and control the business and affairs of the Corporation. Subject to the general supervision of the Chair, the President & CEO shall report and be responsible to the Board of Directors and to the Executive Committee. The President & CEO shall be responsible for the hiring and firing assignment and supervision of all persons employed by or on behalf of the Corporation and shall implement any personnel policies adopted by the Board. The President & CEO shall be authorized to enter into contracts on behalf of the Corporation; to receive, deposit, disburse and account for the Corporation's funds; to execute in the name of the Corporation, all bonds, contracts, deeds, leases, and other written instruments authorized either generally or specifically by the Board on behalf of the Corporation; and to negotiate all material business transactions of the Corporation.

The President & CEO's compensation shall be fixed from time to time by resolutions proposed by the Executive Committee and approved by the Board of Directors. When appropriate, the Board shall enter into an employment contract with the President & CEO proposed by the Executive Committee and approved by the Board of Directors. The President & CEO shall be an ex officio member of the Board of Directors without a vote.

- (D) Treasurer. The Treasurer shall provide oversight to insure that proper correct and complete records of the fund, properties and business transactions of the Corporation are recorded including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements.
- (E) Secretary. The Secretary shall give, or cause to be given, notice of regular and special meetings of the Board of Directors and the Executive Committee. The Secretary shall keep a record of the membership of the Board of Directors and its committees and shall keep minutes of the meetings of the Board of Directors and the Executive Committee. The Secretary shall require that copies of the minutes of all the meetings be properly maintained and distributed in a timely manner to the Board of Directors and shall also see that the books, reports, statements, and all other documents required by law are properly kept and filed in the Corporation's office. The Secretary shall perform such other duties as may be assigned from time to time by the Chair or the Board of Directors.

Section 5. Removal or Resignation. Any Officer may be removed at any time, either with or without cause, by the affirmative vote of two-thirds of those voting at a Board meeting but not less than two-thirds of a quorum of the members of the Board of Directors, with the Officer being considered for removal not

deliberating or voting on the removal. Any Officer may resign at any time by giving written notice to the Board of Directors or to the Chair or Secretary of the Corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

## ARTICLE VII

### COMMITTEES.

Section 1. Executive Committee. The Officers of the Corporation and at least three (3) other voting Members designated by the Chair, with the concurrence of the Board of Directors, will constitute an Executive Committee. The Executive Committee shall be limited in size to not more than nine (9) voting Members (by end of 2012). Group A Members shall comprise not more than one-third (1/3) of the voting Members of the Executive Committee. Each member of the Executive Committee shall continue to be a member thereof until the expiration of his/her term as Member or earlier resignation, or unless removed sooner as a Member. The President and the General Counsel of the Corporation shall serve as ex officio members of the committee without vote.

- (A) Powers. The Executive Committee shall have and may exercise all the rights, powers, and authority of the Board of Directors when the Board of Directors is not in session, except that the Executive Committee shall not have the power to take the following actions: change the purposes of the Corporation; amend the Bylaws or Articles of Incorporation; approve the annual budget; elect or remove Members or Officers; approve the strategic plan for the Corporation; or, approve a dissolution, merger, or transfer of all or substantially all the assets of the Corporation.
- (B) Procedures and Meetings. The Executive Committee shall fix its own rules of procedure and shall meet at such times and at such places as may be provided by such rules or as the members of the Executive Committee shall provide. To remain on the Executive Committee, members shall not miss more than two meetings per year without express prior approval of the Chair or President and CEO. The Executive Committee shall keep regular minutes of its meetings. All transactions of the Executive Committee shall be reported in full by or at the next scheduled meeting of the Board of Directors. The Chair of the Board shall preside at the meetings of the Executive Committee, and the Secretary of the Corporation shall act as Secretary of the Executive Committee.
- (C) Quorum. A majority of the Executive Committee shall constitute a quorum for the transaction of business, and the affirmative vote of a majority of the members of the entire committee shall be required for any action of the Executive Committee.

Section 2. Nominations Committee. A Nominations Committee of not less than five (5) members of the Board of Directors shall be appointed by the Chair upon the commencement of the Chair's term, with the concurrence of the Executive Committee. Members of the Nominations Committee shall serve for a period of two (2) years. Such committee shall consider all available candidates for the directorships and offices to be filled at the special elections meeting and shall submit a list of names for membership to the Board, and a slate of candidates for each office of the Corporation. Such submission shall be deemed a nomination of each person named.

The Nominations Committee shall be governed by the same procedures and quorum requirements established for the Executive Committee as set forth in Sections 1(B) and (C), above. The Nominations Committee shall establish and distribute to all Members criteria for the selection of members of the Board of Directors at least ninety (90) days prior to the special elections meeting, taking into account the goal of ensuring representation on the Board by diverse leadership.

All nominees for Group B Membership shall be submitted to the President and CEO at least twenty-one (21) days prior to the special elections meeting of the Board of Directors. The President and CEO shall forward such nominations to the Nominations Committee at least fourteen (14) days prior to the special elections meeting. The Nominations Committee must act on such nominations and deliver its recommendations to the President and CEO at least seven (7) days prior the special elections meeting.

Section 3. Other Committees. The Board of Directors, by resolution adopted by a majority of the Members in office, may designate and appoint one or more committees, each of which shall consist of two or more Members, which committees, to the extent provided in the resolution, shall have and exercise the authority of the Board of Directors of the Corporation. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated and appointed by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual director of any responsibility imposed upon him or her by law.

Section 4. Advisory Body. The Board of Directors may establish an Advisory Body to the Board made up of one or more persons. Advisory Body members shall be available to perform special assignments specified by the Chair, President or Board, to provide advice and consultation to the Board, and to assist in furthering the mission of the Corporation, including fundraising as permitted by applicable laws and ethics rules. The Advisory Body members shall attend meetings of the Board upon invitation, but have no ability to exercise power or authority on behalf of the Board and shall assume no legal liability for actions of the Board. The term of Advisory Body members shall be two (2) years and renewable for an additional two (2) consecutive terms for a total of six (6) years. Advisory Body Members who have completed three (3) consecutive terms are eligible for re-election to the Advisory Body two (2) years after their last term is completed. Members of Congress who serve on the Advisory Body, however, may continue to serve on such body during their tenure as elected officials without regard to term limitation in this section. Members of Congress can be elected to rotate off the Advisory Body and on to the Board of Directors. The Board of Directors may remove non-Congressional Advisory Body members without cause by a majority vote of Directors present at a regular or special meeting of the Board. Only Group A Members of the Board of Directors shall have the right to remove Members of Congress on the Advisory Body by a majority vote of Group A Members at a duly noticed special meeting of the Board for the causes noted in Article IV, Section 2 (A)(1)(f).

## ARTICLE VIII

### CORPORATE FINANCES.



Section 1. Deposit of Funds. All funds of the Corporation not otherwise employed shall be deposited in such banks or trust companies as the Executive Committee may from time to time determine.

Section 2. Evidences of Indebtedness. All checks, drafts, notes, and evidence of indebtedness of the Corporation shall be signed by the President & CEO and such other officer or officers of the Corporation as the Executive Committee may from time to time determine.

Section 3. Contracts with Directors and Officers. No Member or Officer of the Corporation shall be interested, directly or indirectly, in any contract relating to the operations conducted by the Corporation, nor in any contract for furnishing services or supplies to the Corporation, unless such contract shall be authorized by the Executive Committee upon a finding that the contract is in the best interest of the Corporation and has been approved in accordance with the Corporation's conflict of interest policy and applicable laws.

Section 4. Reimbursement of Expenses. Any Member or Officer authorized by the Executive Committee to incur expenses on behalf of the Corporation may be reimbursed upon the submission of vouchers explaining and supporting the expenditure. No Member of the Corporation may receive compensation merely for acting as a Member. However, Members who are also engaged in the professional activities of the Corporation may be given reasonable compensation for rendering services to the Corporation, except Group A Members or those otherwise prohibited by rule or statute from receiving compensation (e.g., congressional staff). Any such compensation provided to Members may be subject to conflict of interest or other policies as may be established by the Board and applicable laws.

## ARTICLE IX

### CORPORATE SEAL.

The corporate seal of the Corporation shall be circular in form and shall have inscribed therein the words: Congressional Hispanic Caucus Institute, Inc., Corporate Seal.

## ARTICLE X

### FISCAL YEAR.

The fiscal year of the Corporation shall be from January 1 to December 31 of each year.

## ARTICLE XI

### INDEMNIFICATION.

Section 1. Right of Indemnity. To the fullest extent permitted by law, this Corporation shall indemnify its Members, Officers, and Advisory Body members, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by

them in connection with any proceeding including, but not limited to, any action by or in the right of the Corporation, by reason of the fact that the person is or was a Member, Officer, or Advisor of the Corporation.

Section 2. Approval of Indemnity. On written request to the Board by any person seeking indemnification, the Board shall promptly determine whether the applicable standard of conduct as determined under applicable law has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of Members who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of Members who are not parties to that proceeding, the Board shall promptly call another meeting of the Members not seeking indemnification. At that meeting, the Members shall determine whether the applicable standard of conduct has been met and, if so, the Members present at the meeting in person shall authorize indemnification even though they do not constitute a quorum.

Section 3. Advancement of Expenses. To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Sections 1 and 2, above, in defending any proceeding covered by those sections may be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

## **ARTICLE XII**

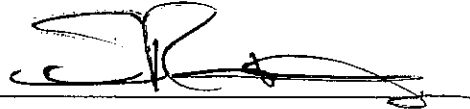
### **AMENDMENTS.**

The Board of Directors shall have the power to amend or repeal these Bylaws, and to adopt new Bylaws, by an affirmative vote of two-thirds (2/3) of those voting at a Board meeting but not less than two-thirds (2/3) of a quorum of the Board of Directors, provided that such notice of the proposal to alter or repeal these Bylaws, or to adopt new Bylaws, be included in the notice of the meeting of the Board of Directors at which such action takes place.

## CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of the Congressional Hispanic Caucus Institute, Inc., a District of Columbia non-profit corporation, that the above Bylaws, consisting of ten (10) pages, not including this page, are the Amended and Restated Bylaws of this Corporation as adopted by the Board of Directors on \_\_\_\_\_ March 15, 2014 \_\_\_\_\_, and that they supersede the Bylaws of the Corporation dated September 15, 2010. The Amended and Restated Bylaws have not been amended or modified since the date of adoption.

Executed this \_\_15th\_\_ day of March, 2014, at Washington, D.C.

A handwritten signature in black ink, appearing to read 'SR Aldana', written over a horizontal line.

Silvia R. Aldana, Secretary