

Irene Gomez-Bethke Papers.

Copyright Notice:

This material may be protected by copyright law (U.S. Code, Title 17). Researchers are liable for any infringement. For more information, visit www.mnhs.org/copyright.

(Formerly Migrants In Action, Inc.) Minnesota Non-Profit Corporation

ARTICLE I.

BOARD OF DIRECTORS

Section 1-1. DUTIES OF DIRECTORS

The property and affairs of this corporation shall be managed by its Board of Directors and their duly authorized agents and representatives.

Section 1-2. ELECTION OF DIRECTORS

Election of members to the Board of Directors shall be by a majority vote upon nomination by the members present at an annual meeting duly called for that purpose.

The Board of Directors shall be comprised of not less than nine (9) members and not more than fifteen (15) members who shall serve for a term of two (2) years or until their successors are elected and qualified. Notwithstanding the foregoing, terms of members of the Board of Directors may be modified to enable one-half (1/2) of the terms to expire per year. Members of the Board of Directors shall not receive any compensation for serving as Directors.

The Board of Directors should be composed of individuals who are familiar with the culture and aware of the problems of those the corporation seeks to serve, the Hispano community of Minnesota. When possible, Directors should be chosen with expertise in areas that will benefit the corporation and facilitate its efficient functioning. Paid employees of the corporation shall not be eligible for election to the Board of Directors.

Section 1-3. REMOVAL

Any member of the Board of Directors may be removed with or without cause by the affirmative vote of a majority of the Board of Directors at a meeting duly called for that purpose. Any member of the Board of Directors may be removed for failing to attend three (3) consecutive board meetings. Removal of a person as a Director shall not preclude his subsequent re-election.

Section 1-4. CONSECUTIVE TERMS - DIRECTORS

No person shall serve as Director of this corporation for more than four (4) consecutive years, or for more than two (2) terms of two (2) years each in any period of five (5) consecutive years, commencing with the year in which said person first becomes a Director.

Section 1-5. VACANCIES

Any vacancy occurring in the Board of Directors may be filled by an affirmative vote of the majority of the remaining Directors. A Director elected to fill the vacancy shall be elected for the unexpired term of his predecessor in office.

Section 1-6. MEETINGS AND NOTICE

The Board of Directors shall meet at least once every month. Other meetings of the Board of Directors may be held upon three (3) days written notice at the call of the President or any other Director. Notice may be waived before or after the time of such meeting and the attendance of a Director at a meeting shall constitute waiver of notice thereof. Neither the business to be transacted at, nor the purpose of any meeting need be specified in the notice of such meetings.

Section 1-7. QUORUM

At all meetings of the Board of Directors a majority of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business and an act of the majority of the Directors present at any meeting at which there is a quorum, shall be the act of the Board of Directors. Provided, how-ever, that if any vacancies exist for any reason, the remaining Directors shall constitute a quorum for the filling of such vacancies.

Section 1-8. ORDER OF BUSINESS

The Board of Directors may from time to time determine the order of business at their meetings. The usual order of business at such meetings shall be as follows:

Meeting is called to order by the President.

2. Roll Call. If quorum is present the meeting proceeds.

Consideration and approval of minutes of previous 3. meeting.

Report of Executive Director.

Report of Officers.
 Report of Standing Committees.

Unfinished business.

8. New business.

9. Motion to adjourn.

ARTICLE II.

OFFICERS

Section 2-1. ELECTION

The Board of Directors shall elect new officers at the first scheduled meeting at the completion of the term of one year. The officers shall be a President, a Vice-President, a Secretary and a Treasurer, all of whom shall be members of the Board. One (1) person may not be elected to more than one office at a given time.

Section 2-2. EXECUTIVE DIRECTOR

The Board of Directors shall appoint an Executive Director who shall be a person duly qualified to operate and administer the affiars and facilities of the corporation. The appointed person shall report to the President and shall have those powers and duties of supervision and management as the President shall delegate to him with Board approval. The Board may appoint such officers and agents as it shall deem necessary, from time to time, who shall hold their offices for such terms and shall exercise such powers as shall be determined by the Board.

Section 2-3. TERMS OF OFFICE

The officers of the corporation shall hold office for one (1) year or until their successors are chosen and qualify in their stead. Any individual elected or appointed by the Board of Directors may be removed by an affirmative vote of the majority of the Board of Directors with or without cause.

Section 2-4. SALARIES

Neither the President, Vice President, Secretary or Treasurer shall receive any salary or compensation for serving in said capacity. The Executive Director and any other individual appointed by the Board of Directors, not members of the Board of Directors, shall receive such salary as is deemed appropriate by the Board of Directors, which salary shall be established at least annually by the Board of Directors.

Section 2-5. PRESIDENT

The President shall be the chief executive officer of the corporation. The President shall preside at all meetings of the Directors and shall have general active management of the business of the corporation. The President shall see that all orders and resolutions of the Board are carried into effect. The President shall be ex officio a member of all standing committees and, with the advice and consent of the Board of Directors shall have the authority to delegate those of his general powers and duties of supervision and management to the Executive Director.

Section 2-6. VICE PRESIDENT

In the case of the President's inability to act for any reason, the Vice President shall act in his place. In the event that the President vacates his office, the Vice President shall serve as President for the balance of such term in office.

Section 2-7. SECRETARY

The Secretary shall attend all meetings of the Board of Directors and record all votes and minutes of all proceedings in a book kept for that purpose and shall perform like duties for the standing committees when required. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors when required and shall perform such other duties as may be prescribed by the Board of Directors.

Section 2-8. TREASURER The Treasurer shall supervise the disbursal of funds of the corporation as may be ordered by the Board of Directors. The Treasurer shall have complete access to the books and records of the corporation at any time to determine the financial condition of the corporation and shall render to the President and Board of Directors, at the regular meetings of the Board or whenever they may require it, an account of said inquiries and of all his/her transactions as Treasurer. Section 2-9. VACANCIES If the office of any officer or appointed individual becomes vacant by reason of death, resignation, retirement, disqualification, removal from office or otherwise, the Directors then in office, by a majority vote, may choose a successor or successors who shall hold office for the unexpired term of said vacancy. ARTICLE III. COMMITTEES Section 3-1. STANDING COMMITTEES There shall be two (2) standing committees of the Board of Directors which shall include the Personnel Committee and the Finance Committee. The Temporary Chairperson of each of these committees shall be appointed by the President. Permanent Chairpersons of each of these committees shall be recommended by the committee and approved by the Board of Directors. Section 3-2. The President shall, subject to the approval of the Board of Directors, appoint all other special committees and chairmen as deemed advisable to carry out the purposes of the organization.

ARTICLE IV. MISCELLANEOUS

Section 4-1. INSPECTION OF BOOKS AND RECORDS

Directors shall be permitted to inspect the books and records of the corporation at any reasonable time.

Section 4-2. CHECKS

All checks and notes of the corporation shall be signed by the Treasurer and by the Executive Director or by such other officers and agents as from time to time may be designated by resolution of the Board of Directors. This restriction shall not apply to any check for an amount less than \$100.00, payroll checks or checks drawn in payment of lease, mortgage or rental obligations.

Section 4-3.

None of the Directors or any individuals elected or appointed by the Board of Directors shall sign any contract, lease, mortgage, notes or bonds for the corporation without first securing the written consent of a majority of the Board of Directors.

Section 4-4. DIRECTORS ANNUAL STATEMENT

The Board of Directors shall present a full and clear statement of the business and condition of the corporation through the completion of a financial audit, to be done annually, within ninety (90) days following the end of each fiscal year.

Section 4-5. AMENDMENTS TO THE BYLAWS

These Bylaws may be amended or altered by a vote of the majority of the Board of Directors at any meeting, provided that notice of such proposed amendment shall have been given to the Directors at least ten (10) days prior to the date of such meeting, provided, however, that such notice may be waived in the same manner as provided in Article I., Section 1-5 of these Bylaws.

BY LAWS OF HISPANOS EN MINNESOTA, INC.

A MINNESOTA NON-PROFIT CORPORATION

BY LAWS OF HISPANOS EN MINNESOTA, INC. (Formerly Migrants In Action, Inc.) A Minnesota Non-Profit Corporation ARTICLE I. BOARD OF DIRECTORS Section 1-1. DUTIES OF DIRECTORS. The property and affairs of this corporation shall be managed by its Board of Directors and their duly authorized agents and representatives. Section 1-2. ELECTION OF DIRECTORS. Election of members to the Board of Directors shall be by a majority vote upon nomination by the members present at an annual meeting duly called on the last Tuesday of July. The Board of Directors shall be comprised of not less than nine (9) members and not more than fifteen (15) members who shall serve for a term of two (2) years or until their successors are elected and qualified. Notwithstanding the foregoing, terms of members of the Board of Directors may be modified to enable one-half (1/2) of the terms to expire per year. Members of the Board of Directors shall not receive any compensation for serving as Directors. The Board of Directors should be composed of individuals who are familiar with the culture and aware of the problems of those the corporation seeks to serve, the Hispano community of Minnesota. When possible, Directors should be chosen with expertise in areas that will benefit the corporation and facilitate its efficient functioning. Paid employees of the corporation shall not be eligible for election to the Board of Directors.

Section 1-3. REMOVAL.

Any member of the Board of Directors may be removed with cause by the affirmative vote of a majority of the Board of Directors at a meeting duly called for that purpose. Any member of the Board of Directors may be removed for failing to attend three (3) consecutive board meetings without excuse. Removal of a person as a Director shall not preclude his subsequent re-election.

Section 1-4. CONSECUTIVE TERMS - DIRECTORS.

No person shall serve as Director of this corporation for more than four (4) consecutive years, or for more than two (2) terms of two (2) years each in any period of five (5) consecutive years, commencing with the year in which said person first becomes a Director.

Section 1-5. VACANCIES.

Any vacancy occurring in the Board of Directors may be filled by an affirmative vote of the majority of the remaining Directors. A Director elected to fill the vacancy shall be elected for the unexpired term of his predecessor in office.

Section 1-6. MEETINGS AND NOTICE.

The Board of Directors shall meet at least once every month. Special meetings of the Board of Directors may be held upon three (3) days written notice at the call of the President or any other Director. Notice may be waived before or after the time of such meeting and the attendance of a Director at a meeting shall constitute waiver of notice thereof. Waiver of the written notice requirement shall be instituted sought only in cases of emergency. Neither the business to be transacted nor the purpose of any meeting need be specified in the notice of such meetings.

Section 1-7. QUORUM.

At all meetings of the Board of Directors a majority of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business and an act of the majority of the Directors present at any meeting at which there is a quorum, shall be the act of the Board of Directors. Provided, however, that if any vacancies exist for any reason, the majority of the remaining Directors shall constitute a quorum for the filling of such vacancies.

Section 1-8. ORDER OF BUSINESS.

The Board of Directors may from time to time determine the order of business at their meetings. The usual order of business at such meetings shall be as follows:

- 1. Meeting is called to order by the President,
- 2. Roll Call. If quorum is present the meeting proceeds,
- Consideration and approval of minutes of previous meeting.
- Report of Executive Director.
- Report of Officers.
- 6. Report of Standing Committees.
- 7. Unfinished business.
- 8. New business.
- 9. Motion to adjourn.

Sul. 1-9 all meetings and procedures shall be conducted under the lettest revised ARTICLE II. Rabert of Rule of Orber-OFFICERS

Section 2-1. ELECTION.

The Board of Directors shall elect new officers at the first scheduled meeting at the completion of the term of one year. The officers shall be a President, a Vice-President, a Secretary and a Treasurer, all of whom shall be members of the Board. One (1) person may not be elected to more than one office at a given time.

paralle

ctor. The let built with Section 2-2. EXECUTIVE DIRECTOR. The Board of Directors shall appoint an Executive Director who shall be a person duly qualified to operate and administer the affairs and facilities of the corporation. The appointed person Ministrall report to the President and the Board of Directors and shall have those powers and duties of supervision and management as delegated by the Board. The Board may appoint such officers and agents as it shall deem necessary, from time to time, who shall hold their offices for such terms and shall exercise such powers as shall be determined by the Board. Section 2-3. TERMS OF OFFICE. The officers of the corporation shall hold office for one (1) year or until their successors are chosen and qualify in their stead. Any individual elected or appointed by the Board of Directors may be removed by an affirmative vote of the majority of the Board of Directors with cause. Section 2-4. SALARIES. Neither the President, Vice-President, Secretary or Treasurer shall receive any salary or compensation for serving in said capacity. The Executive Director and any other individual appointed by the Board of Directors, not members of the Board of Directors, shall receive such salary as is deemed appropriate by the Board of Directors, which salary shall be established at least annually by the Board of Directors. Section 2-5. PRESIDENT. The President shall be the chief executive officer of the corporation. The President shall preside at all meetings of the Directors and shall have general supervisory responsibilities of the affairs of the corporation. The President shall see that all orders and resolutions of the Board are carried into effect. The President shall be ex officio a member of all standing committees, and, with the advice and consent of the Board of Directors, shall have the authority to delegate those of his general powers and duties of supervision and management to the Executive Director. Section 2-6. VICE PRESIDENT. In the case of the President's inability to act for any reason, the Vice President shall act in the President's place. In the event that the President's office is vacated, the Vice President shall serve as President for the balance of such term in office. Section 2-7. SECRETARY. The Secretary shall attend all meetings of the Board of Directors and record all votes and minutes of all proceedings in a book kept for that purpose and shall perform like duties for the standing committees when required. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors when

required and shall perform such other duties as may be prescribed by the Board of Directors. Section 2-8. TREASURER. The Treasurer shall supervise the disbursal of funds of the corporation as may be ordered by the Board of Directors. The Treasurer shall have complete access to the Books and records of the corporation at any time to determine the financial condition of the corporation and shall render to the President and Board of Directors, at the regular meetings of the Board or whenever they may require it, an account of said inquiries and of all transactions as Treasurer. Section 2-9. VACANCIES. If the office of any officer or appointed individual becomes vacant by reason of death, resignation, retirement, disqualification, removal from office or otherwise, the Directors then in office, by a majority vote, may choose a successor or successors who shall hold office for the unexpired term of said vacancy. ARTICLE III. COMMITTEES Section 3-1. STANDING COMMITTEES. There shall be two (2) standing committees of the Board of Directors which shall include the Personnel Committee and the Finance Committee. The Temporary Chairperson of each of these committees shall be appointed by the President. Permanent Chairpersons of each of these committees shall be recommended by the committee and approved by the Board of Directors. Section 3-2. The President shall, subject to the approval of the Board of Directors, appoint all other special committees and chairmen as deemed advisable to carry out the purposes of the organization. ARTICLE IV. MISCELLANEOUS Section 4-1. INSPECTION OF BOOKS AND RECORDS. Directors shall be permitted to inspect the books and records of the corporation at any reasonable time. Section 4-2. CHECKS. All checks and notes of the corporation shall be signed by the Treasurer and by the Executive Director or by such other officers and agents as from time to time may be designated by resolution of the Board of Directors. This restriction shall not apply to any -4check for an amount less than \$100.00, payroll checks or checks drawn in payment of lease, mortgage or rental obligations.

Section 4-3.

None of the Directors or any individuals elected or appointed by the Board of Directors shall sign any contract, lease, mortgage, notes or bonds for the corporation without first securing the written consent of a majority of the Board of Directors.

Section 4-4. DIRECTORS ANNUAL STATEMENT.

The Board of Directors shall present a full and clear statement of the business and condition of the corporation through the completion of a financial audit, to be done annually, within ninety (90) days following the end of each fiscal year.

Section 4-5. AMENDMENTS TO THE BY LAWS.

These By Laws may be amended or altered by a vote of the majority of the Board of Directors at any meeting, provided that notice of such proposed amendment shall have been given to the Directors at least ten (10) days prior to the date of such meeting.

Sucte 4-6

Approved: May 29, 1979