



The California Latino Caucus Institute's **MADRINAS PADRINOS LEADERSHIP PROGRAM**

LEADERSHIP DEVELOPMENT FOR CALIFORNIA

BYLAWS

The undersigned hereby form a cooperative association in accordance with the bylaws of the California Latino Caucus Institute for Public Policy (CLCI).

ARTICLE I. ORGANIZATION

The name of this organization shall be “The Madrinas Padrinos Leadership Program”. These bylaws may also refer to “The Madrinas Padrinos Leadership Program” as “MPLP.”

ARTICLE II. PURPOSE

The Madrinas Padrinos Leadership Program exists to support the professional, personal, and educational development of its members and committee members.

ARTICLE III. MEMBERSHIP

A. The membership of the MPLP shall consist of those who have completed a MPLP membership form, read the code of ethics, and paid the membership fee.

B. All paid members shall be deemed members of the MPLP without prejudice; however any member may be removed from membership by a two-thirds affirmative vote of the MPLP Committee.

ARTICLE IV. COMMITTEE

The MPLP Committee, or the “Committee”, shall be comprised of 10-17 individual committee members, substantially in conformance with the Organization Chart in Exhibit A. Eight of these committee members shall hold one Executive Board position. The Executive Board shall consist of one female and one male Co-Chair, one Director of Finance, one Director of Membership, one Director of Communication, one Director of Development, one Director of Administration and one Director of Mentoring.

A. The Committee of the MPLP shall consist of:

1. The Co-Chairs (Executive Board) whose duties include but are not limited to:

- a) Presiding over and conducting all committee meetings and to develop agendas and review all minutes.
- b) Serving as the liaison to the CLCI Board of Directors and the MPLP Advisory Committee.
- c) Developing a calendar of events for each year during the August of the preceding year.

- d) Ensuring that all events of the MPLP are managed efficiently and effectively, including adequate planning, budget preparation, and coordination.
- e) Directly overseeing all Directors of the committee.
- f) Communicating, collaborating and receiving guidance from the CLCI Board of Directors and MPLP Advisory Committee.
- g) Ensuring that the MPLP remains true to its purpose.
- h) At term's end, compiling a Co-Chair notebook to be passed to the next Co-Chair of the MPLP to aide in transition.

2. The Director of Finance (Executive Board) whose duties include but are not limited to:

- a) Balancing and monitoring of all of the MPLP accounts on in collaboration with the CLCI Executive Director, CLCI accountant and MPLP Co-Chairs.
- b) Presenting a periodic reconciliation report of the MPLP revenue and expenses to committee members.
- c) Depositing/submitting all monies collected by the MPLP fundraising efforts or programming to CLCI accountant.
- d) Processing vendor check requests and reimbursement requests from steering committee members.
- e) Working closely with the Director of Development to document all sponsorships to the MPLP.
- f) Compiling and presenting for approval a finance budget by the end of the first month of a new board year or of the first month in office, whichever is sooner.
- g) Producing an annual statement of MPLP finances (Income Statement and Balance Sheet) for presentation to the committee and CLCI Board.
- h) Ensuring that all financial affairs of the MPLP are managed efficiently and effectively.
- i) Compiling a Director of Finance notebook to be submitted to the Co-Chairs at least one month prior to term's end with the purpose of aiding the transition of the new Director of Finance.

3. The Director of Membership (Executive Board) whose duties include but are not limited to:

- a) Serving as the official point of contact for potential members to address questions regarding membership requirements and benefits.
- b) Maintaining the membership database.
- c) Collecting and recording all membership applications.
- d) Collecting all membership dues from members and committee members.
- e) Providing copies of membership application and membership benefits at all of the MPLP events.
- f) Compiling a Director of Membership notebook to be submitted to the Co-Chairs at least one month prior to term's end with the purpose of aiding the transition of the new Director Membership of MPLP.

4. The Director of Development (Executive Board) whose duties include but are not limited to:

- a) Utilizing the assistance of the Director of Communications to procure funding, donations, and sponsorships for the MPLP.
- b) Working closely with the Director of Finance to document and record all funding, donations,

and sponsorships to the MPLP.

- c) Overseeing the fundraising initiatives associated with the MPLP programs and activities.
- d) Coordinating with the CLCI Executive Director to assure that the fundraising efforts of MPLP are not conflicting with the interests or efforts of the CLCI.
- e) Compiling and presenting for approval a Fundraising Budget by the end of the first month of a new board year or of the first month in office, whichever is sooner.
- f) Compiling a Director of Development notebook to be submitted to the Co-Chairs at least one month prior to term's end with the purpose of aiding the transition of the new Director of Development of MPLP.

5. The Director of Communications whose duties include but are not limited to:

- a) Managing, building and assuring the appropriate use and integrity of the MPLP brand.
- b) Managing all digital and physical correspondences, both incoming and outgoing.
- c) Overseeing the maintenance and content upkeep of MPLP's official website and Facebook page.
- d) Coordinating with the CLCI webmaster and event chair on the development of the email invites.
- e) Ensuring that all marketing and communications affairs of MPLP are managed efficiently and effectively.
- f) Responsible for producing and distributing a "Year in Review" Newsletter.
- g) Compiling a Director of Communications notebook to be submitted to the Co-Chairs at least one month prior to term's end with the purpose of aiding the transition of the new Director of Communications of MPLP.

6. The Director of Administration whose duties include but are not limited to:

- a) Recording of minutes for each of the committee meetings.
- b) Providing Co-Chairs with a final drafted version of minutes no later than 14 days after the referenced meeting.
- c) In the event of an absence to a scheduled committee meeting, the Director of Administration must delegate the recording of the meeting minutes to another committee member.
- d) Maintaining the MPLP supplies, documents, signage and miscellaneous event items.

7. The Director of Mentoring whose duties include but are not limited to:

- a) Serving as liaison for the committee with a selected mentoring organization.
- b) Serving as the official point of contact for MPLP members to address questions regarding mentoring opportunities through the selected mentoring organization.
- c) Utilizing the assistance of the Director of Communications to promote mentoring opportunities to MPLP members and supporters.

B. The officially recognized CLCI and MPLP organization structure is depicted pictorially as Exhibit A of these bylaws.

C. The committee shall be solely responsible for and be the final arbiter of all management and operations of the MPLP in accordance with the bylaws of the CLCI.

D. A committee member's term shall be for two years, and may be renewed by two-thirds affirmative vote of the committee. Any resigning committee member may move to MPLP Advisory Committee.

E. A Co-Chair's term in office shall be two years. Terms shall begin January 1st and end on December 31st of the second year.

F. An executive board member's term in office shall be for one year. Terms shall begin January 1st and end on December 31st.

G. Other Executive Board positions may be added in accordance with the guidelines set forth in the Rules Article of the bylaws.

H. All the MPLP funds are to be disbursed at the discretion of the majority of the committee with the Director of Finance being primarily responsible for executing any and all transactions.

I. A committee member may be removed from the committee in accordance with the guidelines set forth in the Meetings and Procedures Article of the bylaws.

J. Vacancies on the committee shall be filled in accordance with the guidelines set forth in the Meetings and Procedures Article of the bylaws.

ARTICLE V. MEETINGS AND PROCEDURES

A. Official meetings shall be scheduled on a monthly basis by the Co-Chairs.

1. For a meeting to be deemed "official", quorum must be present. A quorum may be determined at the discretion of one Co-Chair, based on the total amount of those in attendance at the start of a meeting.

2. Each committee member who is present is entitled to one vote.

3. Proxy voting is not permitted.

4. Only the Co-Chairs can schedule an official meeting. In their absence, the Director of Finance can schedule an official meeting.

5. Notice of Official Meetings should be delivered at least a week in advance by the Co-Chairs. However, lack of notice does not nullify, void, or invalidate an official meeting, its proceedings, or its conclusions, provided quorum was established.

6. In the Co-Chairs' absence, official meetings are presided over and conducted by the Director of Finance or by the Director of Membership in the Director of Finance's absence.

9. A majority vote is required for all matters being considered during an official meeting.

10. Official minutes shall be taken at each committee meeting, distributed and approved during the next committee meeting.

1. Committee members are asked to attend 9 of 11 monthly meetings, with members allowed to call into committee meetings once every 6 months.

B. A voting quorum must be achieved for any binding vote to take place.

1. A simple majority of the members of the committee present in a meeting (50% +1, rounded down) shall constitute a voting quorum.

2. Whenever a quorum is present, an official meeting may be called by any present member of the committee if so desired.

3. Voting by email is acceptable, provided the issue is clearly laid out and committee members are given an appropriate amount of time to study the issue and make an educated vote. A majority of all current committee members is necessary to pass a motion by email. Only the Co-Chairs can present an issue for voting by email. The committee can submit a Yes, No, Abstain, or Delay vote. If at least 33% (round down) of the committee votes to “Delay” voting for any particular voting issue, it must be tabled for debate until the next committee meeting.

C. Special committee meetings may be called either during or separate from official meetings.

1. Meeting to Remove a committee member.

a) This meeting may be called by any committee member.

b) A meeting consists of all committee members, with the exception of the committee member to be removed, who need not be present.

c) A vote to remove a committee member must be a unanimous vote of the committee.

d) The committee member to be removed does not receive a vote in this matter.

e) Only one committee member may be the subject of each of these special meetings.

g) At least 48 hours notice must be given to all committee members that will participate in such meeting.

h) A committee member may only be removed during this special meeting.

2. Meeting to Appoint New Committee Members (To Fill Vacancy).

a) This meeting may be called by any committee member.

b) This meeting follows the same rules as an official meeting.

c) New committee members may be added during a special meeting or a regular committee meeting.

d) An affirmative vote of the majority of all current committee members is necessary to appoint a new committee member.

3. Bylaws Meeting.

- a) This meeting may be called by any committee member.
- b) This meeting follows the same rules as an official meeting.
- c) Votes conducted during a Bylaws Meeting must pass with a two-thirds vote (rounded down).
- d) Bylaws may be revised or altered during a special meeting or a regular committee.

ARTICLE VI. RULES

A. Amendments to the bylaws.

1. New, permanent Executive Board positions may only be added by amending the bylaws of MPLP.
2. All amendments to the bylaws must be made in accordance with the bylaws meeting section of the Meetings and Procedures Article of the bylaws.

B. Repeals and Suspensions.

1. Any repeal of any portion of bylaws must be made during a bylaws meeting in accordance with the bylaws meeting section of Article V.C.
2. Any move to suspend the bylaws must be made during a bylaws meeting in accordance with the Meetings and Procedures Article of the bylaws. A suspension of the bylaws remains in effect for a period of one day and does not include Article VI.B.2.

C. These bylaws must be adopted by two-thirds approval (rounded down) of the committee as defined under Article IV.A in order to be put into effect.

ARTICLE VII. ELECTIONS

- A. The Co-Chairs shall administer the election of all Executive Board members.
- B. Elections will be held during an annual retreat meeting in August of every year.
- C. Elections shall be conducted for one Director of Finance, one Director of Membership, one Director of Communication, one Director of Development, one Director of Administration and one Director of Mentoring.
- D. Elections for one female and one male Co-Chair shall be done every two years.
- E. The committee can submit a Yes, No, Abstain, or Delay vote. If at least 33% (round down) of the committee votes to "Delay" voting for any election, it must tabled for debate during the committee meeting.
- F. An affirmative vote of the majority of all current committee members is necessary to elect a steering committee member to the respective executive board position they are running for.

ARTICLE VIII. CODE OF ETHICS

The California Latino Caucus Institute's (CLCI) Madrinas Padrinos Leadership Program (MPLP) seeks members committed to fulfilling the mission of the CLCI in a manner consistent with and reflective of the values of the organization. All members are required to adhere to the MPLP code of ethics.

1. Respect the Organization and Fellow Members
 - a. Abide by the bylaws and policies and procedures of the organization.
 - b. Honor personal commitments made to the organization and other members.
 - c. Treat other members with respect and courtesy.
 - d. Maintain a cooperative and professional attitude in my associations with the CLCI.
 - e. Safeguard the reputation and good name of the CLCI at all times, and do not represent yourself as representing the CLCI without proper authorization.
 - f. Authorize the program co-chairs to handle any matter involving a member who is known, suspected or alleged to have violated any of the above.

2. Demonstrate Personal Integrity
 - a. Maintain truthfulness and honesty and to not compromise them for advancement or personal gain.
 - b. Ensure that others receive credit for their work and contributions.
 - c. Guard against conflict of interest or its appearance.
 - d. Respect superiors, subordinates, colleagues and the public.
 - e. Take responsibility for your own actions.
 - f. Conduct official acts without partisanship.

3. Strive for Professional Excellence
 - a. Strengthen individual capabilities and encourage the professional development of others.
 - b. Provide support and encouragement to upgrade competence.
 - c. Accept as a personal duty the responsibility to keep up to date on emerging issues and potential problems that affects society.
 - d. Allocate time to mentor youth and provide a bridge between classroom studies and the realities of a profession.

Exhibit A. Organization Structure.

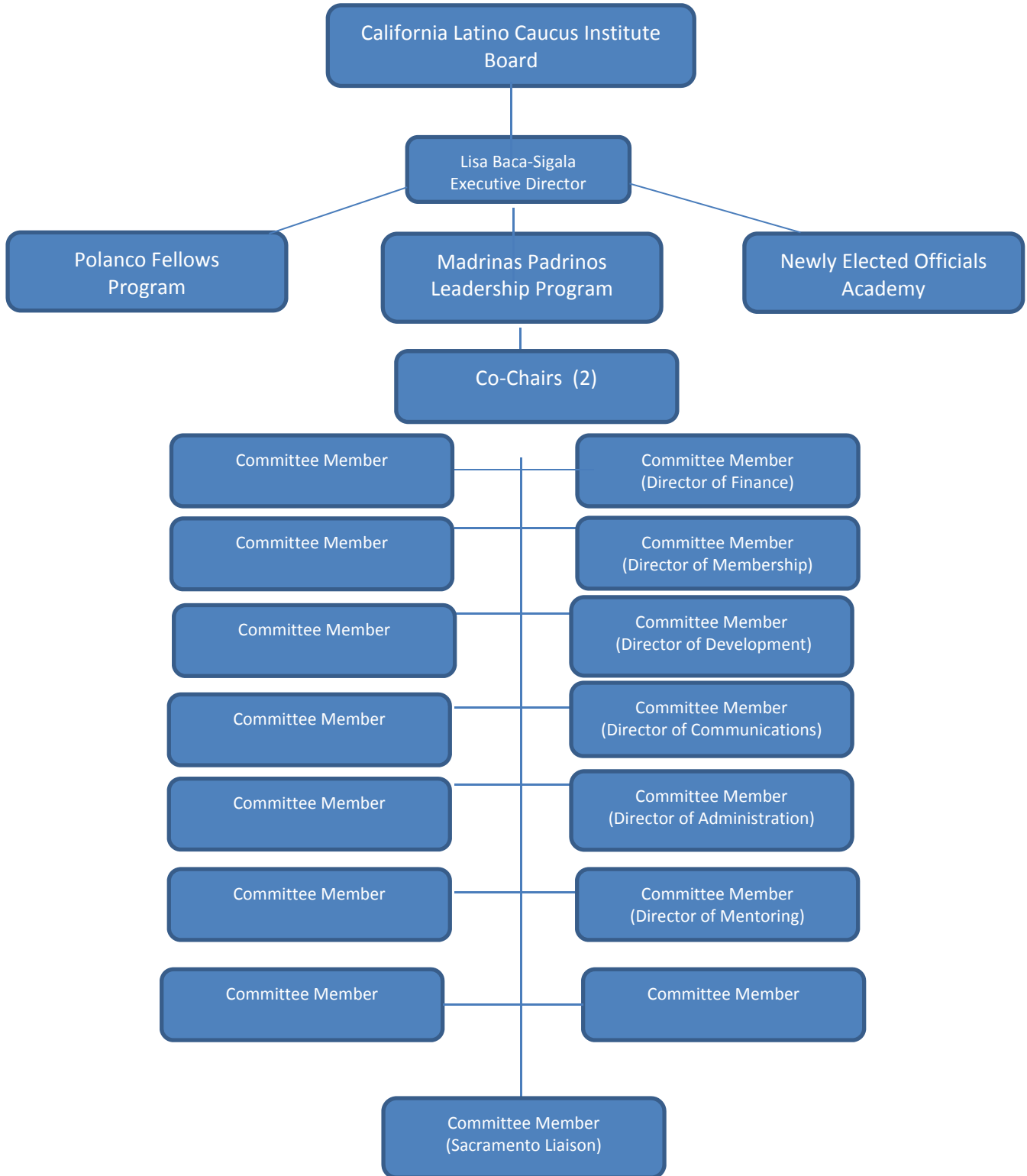


Exhibit B. Reimbursement Policy

This policy is intended as a guide to reimburse individuals for expenses incurred on behalf of the the MPLP, its programs and/or events. Reimbursements should be sought, and authorized, only for expenses that conform to this policy.

All reimbursements to be paid shall be within the budget allocations approved by the committee. No individual shall incur any expense in the name of the MPLP unless previously authorized by a submitted and approved budget, or with the consent of the committee. Expenses not approved by a budget require the prior authority of the Director of Finance and one Co-Chair, and must not exceed \$100.00.

General Requirements

Documentation: Individuals seeking reimbursement are required to submit an Expense Reimbursement Form along with original documentation (such as third-party receipts; personal credit card charge slips or statements; or a copy of the canceled check) of the expense.

Documentation must clearly state:

1. the transaction date,
2. the name of the business establishment,
3. the location,
4. the cost,
5. the business purpose, and
6. the names of all persons involved.

On-line receipts are acceptable provided they reflect the method and proof of payment in addition to the above items. If a credit card is used as the method payment, the credit card number must be crossed out. Although exceptions to the documentation requirement are allowed (such as for metered parking and cash gratuities), an explanation is required and the expenses must be reasonable.

Reimbursements will not be granted if:

1. The committee did not approve the expense.
2. The receipt is submitted after 45 days of the actual incurred expense date.

Emergency Expenses: Expenses that are not predictable and, hence, are not part of an approved budget, must be approved prior to the expense occurring by the Director of Finance and one Co-Chair.

Committee Meetings: Expenses for meals consumed during board and committee meetings, shall be paid by committee members.

Gifts: Gifts and gratuities to individuals or organizations for participation in MPLP events or programs must be clearly identified and approved by the committee and must not exceed \$100.

Approval: Expense reimbursement forms must be authorized by one Co-Chair and the Director of Finance. All committee members must be informed of all approved reimbursements. Expense reimbursement forms not reflecting the appropriate approval will be returned to the requestor.

Advances: An advance will be made to the individual who anticipates incurring out-of-pocket cash expenses in excess of \$100.00. Thus, if expenses will likely exceed \$100.00, an advance can be approved by the Director of Finance and one Co-Chair. Advances will only be used when necessary and under special circumstances approved by the Director of Finance and one Co-Chair.

The Director of Finance reserves the right to refuse reimbursement for any claim which does not meet the requirements contained above.