

**INDIANA LATINO DEMOCRATIC CAUCUS
CODE OF BYLAWS (September 29, 2010)**

The following Code of Bylaws was adopted by founding members of the Indiana Latino Democratic Caucus (the "Organization") at a duly constituted meeting this 19th day of October, 2009. Changes to the Code were reviewed and approved by the Indiana Latino Democratic Caucus Membership at a duly constituted Annual Meeting on the 28 day of August, 2010.

ARTICLE I – NAME AND ADDRESS

SECTION 1 – NAME

The Organization shall be known as the Indiana Latino Democratic Caucus, Inc. (INLDC).

SECTION 2 – ADDRESS

The mailing address of the Organization's registered office in the State of Indiana shall be Indiana Latino Democratic Caucus, Inc., ~~c/o Karen Horseman, Esq.; One North Pennsylvania, Suite 220; Indianapolis, Indiana 46204~~ c/o Henry L. Fernandez; 12091 Emerald Bluff; Indianapolis, IN 46236

ARTICLE II – PURPOSE OF THE ORGANIZATION

SECTION 1 – PURPOSE

The purpose for which the Organization is formed is to encourage and facilitate active participation of Latinos in the Indiana State Democratic Party, and to engage in other efforts designed to allow Latinos in Indiana to fully participate in all aspects of the democratic process.

The Organization is further formed to transact any and all lawful business for which the Organization is incorporated.

ARTICLE III – MEMBERS

SECTION 1 – MEMBERS

The Organization shall have the following three (3) classes of Members.

Regular Members: persons (1) who are residents of the State of Indiana; (2) who are qualified to vote in the State of Indiana; (3) who are registered Democrats; and (4) who are members in good standing of the Organization as defined in this Section. Only Regular Members may vote and hold elective office within the Organization and its Local Chapters.

Associate Members: persons (1) who do not meet the qualifications of Regular Members; (2) who support the objectives of the Organizations; and (3) who are members in good standing of the Organization as defined in this Section. Associate Members in good standing are eligible to

participate in the Organization's deliberations and to serve on committees, but they may not vote on matters affecting the Organization including the selection of the organization's leadership.

Honorary Members: persons (1) who are Democrats; (2) who hold or held elected offices within the State of Indiana; (3) who ordinarily would not meet the Organization's membership criteria; and (4) who are elected for one year for this Honorary Membership at the pleasure of the Regular Members at a regular meeting of the Organization.

Member in "Good Standing": A Member is in good standing with the Organization when the Member fulfills the conditions contained within these Bylaws and any other conditions set forth by the Organization. A Member in good standing must be current in paying dues, set at \$25 or any other amount that the steering committee shall set.

All Members must support the Democrat Party. No Members may be affiliated with any other political party or declare themselves to be independent.

Registered Democrat: An individual, who in the last primary election in which he or she voted, is a Registered Democrat if he/she selected the Democrat ballot and voted in the Democrat primary. Newly registered voters will be considered "Registered Democrat" by the Organization if they pledge to vote in the Democrat primary.

ARTICLE IV – MEMBERSHIP MEETINGS

SECTION 1 – TIMING OF MEETINGS

Regular meetings of the full Membership shall be held at a time and place that is established by the Steering Committee.

The Membership shall hold its Annual Meeting in a place established by the Steering Committee between June 1 and September 30 each year. The Steering Committee shall strive to hold the Annual Meeting in proximity to and during the dates of an event where the Members of Indiana State Democratic Party gather. Any or all Members may participate in a meeting of the Membership.

SECTION 2 – SPECIAL MEETINGS

A. Schedule

Special meetings of the Membership may be called by the President of the Steering Committee or upon presentation of a petition to the President signed by the majority of the Steering Committee.

B. Notice

Notice of a special meeting of the Membership shall be provided to each member. If such notice occurs by phone, electronically, facsimile or in person, it shall be delivered at least two days prior to the meeting. If such notice is delivered by overnight mail, it shall be delivered at least three days prior to the meeting. If such notice occurs by first class mail, such notice shall be mailed at least five days prior to the meeting.

SECTION 3 — PARLIAMENTARY PROCEDURES

The presiding officer at meetings shall follow rules outlined in this Code of Bylaws and Robert's Rules of Order, Revised. If there is a conflict between the Code and Robert's Rules of Order, the presiding officer shall follow the Code.

SECTION 4 — QUORUM FOR ANNUAL MEETING

At the Annual Meeting of the organization, a quorum shall be 5 percent of all Members in Good Standing.

ARTICLE V – LOCAL CHAPTERS

SECTION 1 – LOCATIONS

Every Congressional District in the State of Indiana is eligible to have a Local Chapter of the Indiana Latino Democratic Caucus. A Local Chapter may be started by any Regular Member of the Organization.

SECTION 2 – CHARTERS

A charter for a Local Chapter requires the majority vote of the Steering Committee of the Organization at any duly constituted Steering Committee meeting. There shall be no more than one (1) Local Chapter per Congressional District. The Steering Committee will set the criteria for initial and on-going recognition of Local Chapters. The Bylaws of Local Chapters must abide by the relevant provisions of the Code of Bylaws for the Indiana Latino Democratic Caucus.

SECTION 3 - LOCAL CHAPTER MEMBERSHIP

Membership in a Local Chapter shall be available in the same manner as is set forth in Article III of these Bylaws. Regular and Associate Members shall reside within the Congressional District of the Local Chapter.

SECTION 4 – LOCAL CHAPTER NAME

The name of any Local Chapter shall be “The ____ Congressional District Caucus of the Indiana Latino Democratic Caucus.

SECTION 5 – OFFICERS

Each Local Chapter must elect officers as set forth in these Bylaws.

ARTICLE VI – GOVERNING STRUCTURE

SECTION 1 – STEERING COMMITTEE

The Organization shall be governed by a Steering Committee under the direction of the Membership, Articles of Incorporation, and these Bylaws.

SECTION 2 – SIZE

The Steering Committee shall consist of no less than three (3) and no more than twenty-one (21) Representatives. The Membership of the Organization shall have the right to increase or decrease the size of the Steering Committee provided that the Steering Committee shall at no time have less than three (3) Representatives.

SECTION 3 – NOMINATION AND ELECTION PROCESS

The Steering Committee shall consist of the President and Vice President from each Local Chapter. Each Local Chapter shall elect a President and a Vice President of different genders. Remaining seats on the Steering Committee may be filled by At Large Representatives.

At Large Representatives shall be elected at the Annual Meeting of the Organization's Membership. The maximum number of At Large Representatives shall not exceed seven (7), and not more than two (2) At Large Representatives shall reside in the same Congressional District. Members will strive for gender parity within the elected At Large Representatives, with one gender having no more than one (one) elected At Large Representative over the other gender on the Steering Committee. If there are two At Large Representatives on the Steering Committee, they shall be one from each gender.

SECTION 4 – TERM OF OFFICE

Local Chapter Presidents and Vice Presidents shall serve as Representatives on the Steering Committee throughout their respective terms as Local Chapter officers, but not longer than four (4) consecutive years. A Local Chapter Steering Committee may select someone other than a Local Chapter President or Vice President to serve as a Representative on the Indiana Latino Democratic Caucus Steering Committee.

At Large Representatives of the Steering Committee shall be elected by the Membership annually to a term of office, for a term beginning immediately upon his or her election to the Committee, and shall not serve in that capacity longer than four (4) years. An At Large Representative's term may be renewed by a majority vote of the Organization's Membership at its Annual Meeting. After the completion of the fourth term as an At Large Representative, a Regular Member is not eligible to be elected again as an At Large Representative after one year.

A Regular Member of the Organization may serve on the Steering Committee not longer than eight (8) consecutive years, four (4) years representing his/her Local Chapter and four (4) years as an At Large Representative.

SECTION 5 – EXPULSION

The following reasons shall be grounds for expulsion of a Steering Committee Representative:

- A. Violating the Organization's policy regarding confidentiality.
- B. Individually representing, making commitments, or conducting of business on behalf of the Organization without specific prior approval of the Steering Committee.
- C. Acting in any manner inconsistent with these Bylaws.

A 2/3 affirmative vote of the Organization's Membership present at any legally constituted meeting shall be necessary for expulsion. In all cases, the President shall provide written notice to the expelled member.

Any Representative's failure to attend three (3) consecutive regular meetings of the Steering Committee may result in expulsion through a majority vote of the Steering Committee at a regular meeting.

SECTION 6 – LEAVE OF ABSENCE

Any Representative may solicit in writing a leave of absence not to exceed a period of six (6) months. The Steering Committee may grant such leave.

SECTION 7 – VACANCIES

Any At Large Representative vacancy on the Steering Committee may be filled by nomination and election by an affirmative vote of the majority of the remaining Representatives. Except in the case of an increase in the number of Representatives, any Representative so elected shall fill such vacancy for the remainder of the term of the Representative whose vacancy was filled or until a successor shall be elected and qualified. Vacancies created by the departure of Representatives who are Local Chapter Presidents or Vice Presidents shall be filled by the Local Chapters.

SECTION 8 – RESPONSIBILITIES

The responsibilities of the Steering Committee shall include, but are not limited to, the following:

- A. Establishing policy in the conduct of the Organization.
- B. Adopting policy for financial management practices, including a system to assure accountability for Organization resources, approval of an annual budget and long-range financial planning.
- C. Assuring the Organization is operated in compliance with applicable Federal, State and local laws and regulations.
- D. Approval for the selection and dismissal of a Chief Executive Officer, if such a position is created.

SECTION 9 – EX-OFFICIO BOARD MEMBERS

The Organization values all individuals committed to its mission and purpose. The Organization recognizes that uncontrollable obstacles may prevent in person and/or regular participation for some committed individuals. It is the Organization's desire to continue to utilize and rely on the talents, ideas, advice and wisdom of such committed individuals. To accomplish that end, the Steering Committee may include ex-officio, non-voting board Representatives. Such ex-officio Representatives shall be treated in the same manner as regular Representatives regarding terms, expulsion and nomination. However, ex-officio Representatives shall not be subject to expulsion for failure to attend three (3) consecutive meetings.

ARTICLE VII – OFFICERS

SECTION 1 – COMPOSITION

The Steering Committee shall elect or appoint the Officers of the Organization. The Officers of the Organization shall consist of a president, one or more vice-presidents, a secretary, a treasurer and any other such Officer the Steering Committee deem desirable. Any two or more offices may be held by the same person except the offices of president and secretary. The Steering Committee shall strive to elect Officers who reside in different Congressional Districts, and shall strive to have gender parity among the Officers with the President and Vice President being of different genders.

SECTION 2 – ELECTION AND TERM

Officers shall be elected yearly by the Steering Committee at the annual meeting. Newly elected Officers shall assume their respective duties immediately after their election. They shall serve as Officers for not longer than four (4) consecutive years in the same position.

SECTION 3 – DUTIES

A. President

1. To preside at meetings of the Steering Committee and the Membership.
2. To chair the Executive Committee, if one is created.
3. To serve as an ex-officio member of all committees.
4. To represent the Organization on the boards of other corporations, and/or designate other Steering Committee Members.
4. To formulate the agenda for the meetings.
5. To perform such other duties and have such other authority and powers as the Steering Committee may from time to time prescribe.
6. To carry out all orders given by the Steering Committee and Membership.

B. Vice-President

1. To preside at meetings of the Steering Committee in the President's absence.
2. To carry out the official duties of the President in his/her absence.
3. To carry out all orders given by the Steering Committee and Membership.
4. To serve as an ex-officio member of all Board committees.

C. Secretary

1. To keep or cause to be kept minutes of all proceedings of the Organization, an accurate record of membership and attendance, a register of the address of each Representative and a current Board roster.

2. To send or cause to be sent notices of meetings and activities of the Organization to the Steering Committee and Membership.
3. To attest to the instruments of the Organization, including signing duly approved copies of the Steering Committee and Executive Committee meeting minutes.
4. To carry out all orders given by the Steering Committee and Membership.

D. Treasurer

The Treasurer shall have the general responsibility for all funds and property of the Organization. He/she shall supervise the way in which the financial records are kept and which at all reasonable times shall be open to the examination of any member of the Steering Committee. In addition the Treasurer shall:

1. Insure that financial statements are distributed.
2. Conduct an internal audit at least annually.
3. Serve as chairperson of the budget/finance committee, should one be created.
4. Assure that the funds of the Organization are deposited in such banks and/or trust companies as may be designated by the Steering Committee.
5. Maintain a regular, full and accurate accounting of all monies received and disbursed by the Organization.
6. To carry out all orders given by the Steering Committee and Membership.

E. Chief Executive Officer.

Should the Steering Committee choose to exercise its power to hire a Chief Executive Officer, the Steering Committee shall select, hire, annually evaluate the performance of, and at its discretion, terminate the Chief Executive Officer. The Chief Executive Officer is an agent of the Steering Committee and is accountable to the Steering Committee. He or she shall be the Chief Executive Officer of the Organization and, subject to the control of the Steering Committee, shall have responsibility for the general care, supervision, and direction of its affairs in furtherance of the policies and programs established by the Steering Committee and the Membership. The Chief Executive Officer's duties and compensation will be consistent with these Bylaws, and shall be prescribed by the Steering Committee.

ARTICLE VIII – STEERING COMMITTEE MEETINGS

SECTION 1 – TIMING OF MEETINGS

Regular meetings of the full Steering Committee shall be held at least semi-annually at a time and place as is established by the Committee. From time to time, as deemed necessary by the Representatives of the Committee, a meeting may be held by conference call, if duly called pursuant to these Bylaws. The Steering Committee shall strive to convene meetings in different Congressional Districts.

The Steering Committee shall hold the Organization's Annual Meeting as set forth in Article IV. Any or all Representatives may participate in a meeting of the Steering Committee, or a committee of the Steering Committee, by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to interact with one another, and such participation shall constitute presence in person at the meeting. Representatives participating in a meeting by telephone or other electronic means shall be counted for purposes of determining whether a quorum is present.

SECTION 2 – EXECUTIVE SESSION

The Steering Committee may conduct all or any part of a meeting in Executive Session for such purpose as it deems necessary including, but not limited to, discussion of litigation (actual or threatened), evaluation of personnel or discussion of personnel issues, or receipt of the results of the annual audit. The President of the Board may invite other persons as he or she deems appropriate to attend an Executive Session.

SECTION 3 – SPECIAL MEETINGS

A. Schedule

Special meetings may be called by the President of the Board or upon the petition of the majority of the Steering Committee.

B. Notice

Notice of a special meeting of the Committee shall be provided to each Representative. If such notice occurs by phone, electronically, facsimile or in person, it shall be delivered at least two days prior to the meeting. If such notice is delivered by overnight mail, it shall be delivered at least three days prior to the meeting. If such notice occurs by first-class mail, such notice shall be mailed at least five days prior to the meeting.

SECTION 4 – WAIVER

Unless otherwise provided by the Articles of Incorporation or these Bylaws, any action required by the laws of the State of Indiana to be taken at a Steering Committee meeting can be taken without a formal meeting, if a consent in writing, setting forth the action so taken shall be signed by all the Representatives. The consent shall have the same effect as a unanimous vote.

Any Representative may waive notice of any meeting. The attendance of a Representative at any meeting shall constitute a waiver of notice of such meeting except where a Representative attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

SECTION 5 – QUORUM

One-half (1/2) of the total number of Representatives shall constitute a quorum for the transaction of business. If no quorum is present at the meeting of Representatives, the Representatives present, in person, may recess, to such further time as shall be agreed upon by them, and notice of such recess shall be mailed, postage prepaid, or sent electronically to each Representative.

SECTION 6 – PROXY

The President and Vice President from each Local Chapter who sit on the Steering Committee may send a proxy with the power to vote to meetings of the Steering Committee.

ARTICLE IX – BOARD COMMITTEES

SECTION 1 – EXECUTIVE COMMITTEE

Unless otherwise adopted by the Steering Committee and these Bylaws, the Executive Committee shall consist of the following Officers of the Organization, all of whom shall have the right to vote: President, Vice-President, Secretary and Treasurer.

SECTION 2 – POWER AND AUTHORITY OF THE EXECUTIVE COMMITTEE

A. General Authority.

The Executive Committee shall be comprised exclusively of Representatives and shall act for the Organization in the interim periods between meetings of the Steering Committee only with respect to matters of an urgent nature and then, to the maximum extent feasible, in compliance with the established policies and expressed positions of the Committee. The Executive Committee may make program related decisions in the interim periods between meetings of the Steering Committee. Any such actions by the Executive Committee on behalf of the Organization shall require ratification at the following regular or special meeting where a quorum is present.

B. Quorum

A majority of the officers on the Executive Committee shall constitute a quorum for the transaction of Executive Committee business.

C. Notice of Meetings

The President of the Steering Committee, or any two (2) Executive Committee members, may call a Special Executive Committee Meeting by written or electronic notice no less than three (3) days before the meeting convenes.

SECTION 3 – OTHER STANDING COMMITTEES

The Steering Committee may establish standing committees.

SECTION 4 – COMPOSITION OF STANDING COMMITTEES OF THE STEERING COMMITTEE

Each standing committee of the Steering Committee shall consist of not less than two (2) nor more than five (5) members. The committees shall meet as often as deemed necessary, and in any event, at least annually, and in such a place or places as the need may dictate. The President shall have the authority to call a meeting. Officers may also be elected if deemed necessary by each respective committee. Individuals, other than Representatives, may be appointed if deemed appropriate.

SECTION 5 - SPECIAL COMMITTEES

The President of the Steering Committee may establish special or ad hoc committees to assist the Committee in accomplishing special tasks as may be deemed necessary from time to time. These committees also may solicit the assistance of such persons from the community who possesses the needed expertise to help accomplish the special tasks required. Each special or ad hoc committee shall have a majority of Representatives.

SECTION 6 - DUTIES AND RESPONSIBILITIES OF STANDING COMMITTEE

The duties and responsibilities of the standing committees of the Steering Committee shall be established by the Steering Committee and reviewed at least annually.

SECTION 7 - COMMITTEE CHAIRPERSONS

All committee Chairpersons shall be selected by the Steering Committee President and shall be responsible for:

- A. Planning, executing, and evaluating the work assigned to the committee.
- B. Being informed about all aspects of the Board's work.
- C. Knowing the purpose and position of their committee in relation to the other committees.
- D. Organizing the committee and developing a work plan for describing its duties.
- E. Presiding at meetings, leading discussion, summarizing, and assisting the group in formulating conclusions and taking action.
- F. Reporting on the work of his/her committee, to the Steering Committee.

SECTION 8 — OFFICIAL CAUCUS REPRESENTATION IN THE INDIANA DEMOCRATIC PARTY CENTRAL COMMITTEE

- A. The single vote on the Indiana Democratic Central Committee held by the Caucus shall be split between two Caucus representatives with each having the ability to cast one-half (1/2) of the vote.
- B. The representatives shall be of opposite gender and of different congressional districts.
- C. The representatives shall be elected every year by a majority vote of the steering committee members in attendance.
- D. A representative of the Indiana Democratic Central Committee who cannot attend a meeting of the committee shall notify the president of the steering committee prior to the meeting and the president shall select someone to attend in the place of the representative or assign the half vote to be cast by the representative who will be attending.
- E. The representatives will have the discretion to cast their votes as they wish except when otherwise directed by a majority of the members of the Steering Committee.

ARTICLE X - CONTRACTS, LOANS, CHECKS AND DEPOSITS

SECTION 1 - CONTRACTS

The Steering Committee may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Organization.

SECTION 2 - LOANS

No loans shall be contracted on behalf of the Organization and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Steering Committee. Such authority to be confined to specific instances.

SECTION 3 - CHECKS

All checks, drafts or other orders for the payment of monies or other evidences of indebtedness issued in the name of the Organization shall be signed by such officer or officers, agent or agents of the Organization as shall be from time to time determined by resolution of the Steering Committee.

SECTION 4 - DEPOSIT

All funds of the Organization shall be deposited from time to time to the credit of the Organization in such banks, trust companies or other depositories as the Steering Committee may select.

ARTICLE XI - REPORTS, EXAMINATION AND WAIVER OF NOTICE

SECTION 1 - REPORTS

The Organization shall keep correct and complete books and records of accounts and shall keep and have available minutes of the proceedings of its Steering Committee meetings and its Standing Committees, and shall keep at its registered office a record of its Steering Committee, giving names, occupations and addresses of all such members.

SECTION 2 - WAIVER OF NOTICES

Whenever any notice is required to be given to any Representative under the provisions of the laws of the State of Indiana or under the provisions of the Articles of Incorporation or Bylaws of this Organization, a waiver thereof in writing signed by the person or persons entitled to such notice whether before or after the time stated therein shall be equivalent to the giving of such notice.

ARTICLE XII - ADOPTION/AMENDMENTS

SECTION 1 - ADOPTION AND APPROVAL

The Bylaws for this Organization shall not be duly adopted until a majority of the Organization's Members have received and reviewed them and voted for formal approval.

SECTION 2 - AMENDMENTS

The Membership of the Organization may add to, delete, amend, or repeal these Bylaws by a two-

thirds (2/3's) affirmative vote, provided that thirty (30) day notice has been given, either verbally at any duly constituted membership meeting or written notice by mail or electronic communication. The proposed amendments must be announced with said notice.

SECTION 3 – AMENDMENT OF PURPOSE

The Membership of the Organization may add to, delete or amend the purpose of the organization only by a two-thirds (2/3's) vote of the Membership at an Annual Meeting, provided that thirty (30) day written notice has been provided. The proposed amendments must be announced with said notice.

ARTICLE XIII - COMPENSATION TO BOARD MEMBERS

SECTION 1 - COMPENSATION

No Representative shall receive any compensation for any services performed in his or her capacity as a Representative. Representatives may be reimbursed by resolution of the Steering Committee for reasonable expenses incurred in attending a regular or special meeting of the Steering Committee. All Representatives must comply with conflict of interest policies adopted by the Board.

Nothing in these Bylaws shall limit any Representative from receiving compensation for any services performed for the Organization in a capacity other than as a Representative, provided that all policies and procedures regarding Board member conflicts of interest and procurement standards are followed.

ARTICLE XIV - STANDARDS OF CONDUCT

The Steering Committee shall establish, adopt and periodically update a written corporate policy that establishes standards of conduct for persons associated with the organization, which policy shall include, but not be limited to, procedures for disclosing and addressing conflicts of interest or the appearance of conflicts of interest by Representatives, Members, Officers, employees, consultants and/or agents who provide services or furnish goods to the Organization.

ARTICLE XV – INDEMNIFICATION

To the extent not inconsistent with the laws of the State of Indiana, every person (and their heirs and personal representatives of such person) who is or was a Representative or Officer of the Organization shall be indemnified by the Organization.

ARTICLE XVI – FISCAL YEAR

The fiscal year for the Organization shall be from January 1 until December 31.