May 23, 2017

Re: First Amendment to the Duke University Hispanic / Latino Alumni Association Constitution

Ladies and Gentlemen, Alumni of the University:

Reference is made to the Duke University Hispanic / Latino Alumni Association Constitution made effective on Wednesday, June 19, 2013 (the “Constitution”). Capitalized terms not otherwise defined herein shall have the meaning ascribed thereto in the Constitution.

In connection with the execution of the first amendment to the Constitution on the date hereof (the “First Amendment”), the Executive Committee of the Association has voted and decided to amend and restate the Constitution, as attached hereto as Annex 1.

The President and Secretary of the Executive Committee each acknowledge and agree that the changes effected by this First Amendment have been effected in accordance and in compliance with Article VIII (Amendments) of the Constitution.

Sincerely,

Roberta Oyakawa
Chair, DUHLAA

Andrea Dinamarco
Secretary, DUHLAA
DUKE UNIVERSITY
HISPANIC / LATINO ALUMNI ASSOCIATION CONSTITUTION

ARTICLE I. NAME AND OBJECTIVES

SECTION 1. NAME
The Latino / Hispanic alumni of Duke University (hereinafter “Alumni” of the “University”) are hereby associated into an organization known as the Duke University Hispanic / Latino Alumni Association, or DUHLAA, hereinafter referred to as the “Association.”

SECTION 2. OBJECTIVES
The objectives of the Association are to promote the best interests of the University by assisting it in tending to the needs of its Hispanic / Latino community and alumni. Specifically the objectives are:

a. To promote and provide communication among and services for the Duke Hispanic community and its alumni, so as to continually advance their personal and professional growth and cultivate a spirit of fraternity among members of the community.

b. To assist in recruitment of Latino students, faculty and administration into the University, and to strive for an ongoing institutional assessment of the University’s commitment to supporting a strong Hispanic community.

c. To work and plan in securing gifts to the University and to expand the annual giving program among alumni for the purposes of endowments and scholarships, primarily in the interest of attracting and retaining top Latino students, as identified by the financial aid office.

d. To support the University in its efforts to increase sensitivity toward the shared culture and interests of its Hispanic community and alumni.

SECTION 3. STATUS
Until such time as the Association is incorporated and determined to be a nonprofit charitable organization described in section 501(c)(3) of the Internal Revenue Code, the University shall be a fiscal conduit for charitable contributions to the Association and expenditure of such charitable funds. The Association will seek to leverage the strength and reach of the Duke Alumni Association (DAA) where possible. In appreciation for the DAA’s administrative support and solidarity, the Association’s executive committee members are required to pay General Alumni Association dues on a yearly basis. While the Association does not assess membership dues, all members are strongly encouraged to pay General Alumni Association dues, in recognition of the DAA's support of the Association's activities.

SECTION 4. IDENTIFICATION of LATINO / HISPANIC COMMUNITY MEMBERS
The Association will maintain congruence with the University Admissions Office in its
process for identifying Latino / Hispanic members of the community. This process may involve self-identification by community members.

ARTICLE II. MEMBERSHIP

SECTION 1. MEMBERS
Membership in the Association shall be open to all persons who have completed at least two consecutive semesters of work towards a degree from University or its predecessor Trinity College (“Alumni”) as long as said individuals abide by the Association’s By-Laws and promote the goals stated therein. The Association is open to all University Alumni without regard to race, ethnicity, color, religion, national origin, disability, veteran status, sexual orientation, sex, or age. Each member shall be entitled to hold an elective office in the Association and shall be entitled to one (1) vote.

SECTION 3. RIGHTS OF MEMBERS
The rights of members include: voting at all meetings of the Association, voting for the nominated officers, and receiving all publications and notices to all general meetings held under the auspices of the Association.

SECTION 4. FRIENDS OF DUHLAA
The Association encourages the involvement of all people interested in abiding by its By-Laws and promoting the goals stated therein, which may include spouses of Alumni, University faculty and staff members, and students.

ARTICLE IV. MANAGEMENT OF THE ASSOCIATION

SECTION 1. EXECUTIVE COMMITTEE
The management of the Association is vested in the Executive Committee, which is composed of elected Alumni officers. These will be the officers of the Association, with the following duties and privileges:

a. Chair. The Chair of the Association will act as chairperson at all meetings of the Association, and the Executive Committee. The Chair will be a member of the Communications Committee and an ex-officio member of all other committees of the Association. The Chair shall be responsible for the coordination of the activities of the Executive Committee and the members. The Chair shall have primary responsibility for ensuring that all meetings of the Association are properly announced to the membership, and that all meetings of the executive committee are properly announced to the executive committee. The Chair shall also be responsible for creating any ad hoc committees necessary to carry out the day-to-day activities of the Association.

b. Vice Chair for Communications. The Vice Chair for Communication will chair the Communication Committee and will work closely with the Chair to coordinate Association communication, including efforts to build membership and awareness of Association activities.

c. Vice Chair for Events. The Vice Chair for Events will chair the Events Committee and will work to ensure that there is at least one opportunity for members to interact in
person each year on the University’s campus.

d. **Vice Chair for Development.** The Vice Chair for Development will chair the Development Committee, which will focus on the development and promotion of the Latino Alumni Scholarship.

e. **Chair-elect.** The chair-elect will perform the duties of the chair in the chair’s absence and will fill the office of chair at the next election.

f. **Past Chairs.** Past-chairs will be encouraged to continue serving on committees for which they have expertise and have fostered while in the office of chair.

g. **Secretary.** The Secretary shall be responsible for maintaining an accurate list of members. The Secretary shall also be responsible for ensuring that minutes of all meetings are taken, preserved, and made available for inspection to the membership. In addition, the Secretary shall certifiy the presence of a quorum at any meeting, receive and tabulate votes, announce the results of all votes and elections, and certify the validity of proxies. In the absence of the Chair and the Chair-elect, the Secretary shall perform the functions of the Chair.

The Executive Committee is empowered to recommend policy to the Association at its annual meeting. The Executive Committee holds primary responsibility for building awareness and membership of the Association.

During the interval between annual meetings, the Executive Committee is empowered to make and administer such policies and procedures as are necessary to maintain the Association. Such policies and procedures will be subject to review at the annual meeting of the Association.

**SECTION 2. BOARD AT LARGE**
The Board at Large (hereinafter the “Board”) supports the Executive Committee with the management of the Association. The Board will include up to ten (10) members elected by the Executive Committee from the membership body at large, up to two (2) student leaders elected by the Executive Committee from the University’s undergraduate student body, up to two (2) student leaders elected by the Executive Committee from the University’s graduate student body, and up to three (3) honorary members also elected by the Executive Committee. Honorary members need not be University Alumni, but they should be individuals who stand out for their contribution to improving the lives of Latinos around the world. All members of the Board are required to abide by the Association’s By- Laws and to promote the goals stated therein.

**SECTION 3. TERMS OF OFFICE**
The term of office of the members of the Executive Committee and of the Board will begin at the annual meeting following the member’s election or appointment, and will run for a two-year period. Vacancies occurring during the two-year period may be filled by a majority vote of the Executive Committee. Any member of the Executive Committee or of the Board may be removed from office by majority vote of the Executive Committee whenever, in its
judgment, the best interests of the Association will be served.

SECTION 4. ELECTIONS
Members of the organization shall elect the Association’s officers. The nomination and election process is the responsibility of the Nominating Committee. The Nominating Committee will be appointed by the Chair and will consist of the Secretary and at least one (1) other officer. The Nominating Committee will be responsible for ensuring that the election timeline and procedure is followed accurately:

(a) The nomination process will begin by the first Saturday of June and conclude no sooner than the third Saturday of June.
(b) The Nominating Committee will actively encourage members of the Association to make nominations and Members may nominate themselves.
(c) Each eligible nominee must contact the Nominating Committee, either by completing an online nomination form available online, or by sending a detailed email with all the necessary information related to the nomination.
(d) The Nominating Committee will share the contact information for each eligible nominee to the Executive Committee.
(e) Members of the Executive Committee will be available to answer any questions regarding any eligible nominee’s interest.
(f) Each eligible nominee must first obtain a nomination by a current Board Member, and such nomination must then be seconded by an Executive Committee Member, prior to such eligible nominee being placed on the slate.
(g) The Nominating Committee will have a finalized ballot by the fourth Saturday of June.
(h) The Nominating Committee will submit to each member a slate of candidates seeking office by the first Saturday of July.
(i) Elections will close 10 (ten) days after the finalized ballot has been published. A third party, such as the DAA, may be asked to assist in counting the votes, if needed.
(j) The Nominating Committee will announce the election’s results no later than by the first Saturday of August.

ARTICLE V. COMMITTEES

SECTION 1. STANDING COMMITTEES
The following committees will be maintained and the members selected by the Executive Committee from the general membership of the Association:

A. Communication Committee. The Communication committee will consist of the Vice Chair for Communications, the Chair and members of the Association approved by the executive committee. This committee will be responsible for member communication, including creation of newsletters and maintaining the alumni web page to facilitate community development.

B. Events Committee. The Events committee will be responsible for organizing the Association’s annual meeting and reunion. It will consist of the Vice Chair for Events, and members of the Association elected by the Executive Committee. This
Committee will focus on ensuring that there is at least one opportunity for members to interact in person each year on the University’s Campus.

C. Development Committee. The Development committee will consist of the Vice Chair for Development, the Treasurer, and members of the Association selected by the Executive Committee. This committee will focus on the development of the Latino Alumni Scholarship.

SECTION 2. OTHER COMMITTEES
The Executive Committee may create other committees as they deem necessary.

ARTICLE VI. MEETINGS

SECTION A. ANNUAL MEETING
A meeting will be called each year to discuss and vote on any old or new business. This meeting will be called by the Alumni Executive Committee, who will be responsible for informing the membership of the Association. The annual meeting and reunion will be coordinated by the Events Committee and may take place on the first Saturday of the University’s Homecoming Weekend. An additional meeting may be scheduled to coincide with the Latino Student Recruitment Weekend on the University’s campus.

SECTION B. EXECUTIVE COMMITTEE
The Executive Committee will meet three times per year or at the request of the chair or any three (3) members of the Committee. Executive Committee meetings may be opened to the general membership at the discretion of the Chair.

SECTION C. VOTING
Except where these by-laws or an action of a majority have provided otherwise, all actions by the Executive Committee and Membership must be approved by a respective majority of those current members present and voting. Proxies will be allowed to the extent and according to the procedures prescribed by the presiding officer or chairperson.

SECTION D. QUORUM
Quorums are as follows:
1. Annual Meetings: Eight (8) members, including the chair or chair-elect.
2. Executive Committee: Three (3) members, including the chair or chair-elect.

ARTICLE VII. FINANCES

SECTION A. FISCAL YEAR
The fiscal year of the Association will coincide with the fiscal year of the University, which is July 1 through June 30.

SECTION B. FISCAL PROCEDURES
The Executive Committee shall adopt fiscal procedures as may be necessary to ensure the University’s agreement to serve as fiscal conduit for the Association. Expenditures of any Association’s funds shall be authorized by or pursuant to actions of the Executive Committee.
ARTICLE VIII. AMENDMENTS

These by-laws may be amended by a two-thirds vote of the Executive Committee for compliance with applicable law or rules agreed to with the fiscal conduit. Other amendments to the by-laws may be made at the Annual Meeting, or any Special Meeting called for the purpose of amending these by-laws, by a two-thirds vote of those current members present and voting, provided that at least thirty (30) days before such meeting: (1) the proposed amendments shall be presented to the Executive Committee; and (2) notice of the proposed amendments shall be sent to the members.

ARTICLE IX. LIMITATION OF LIABILITY & INDEMNIFICATION

Except to the extent agreed upon in writing among an individual Executive Committee member, the Association, and the University, an Association member shall not be personally liable for any action taken or not taken as an Association member.

The Association may, to the fullest extent permitted by law, insure, indemnify, defend and hold harmless Executive Committee members and Officers against liability arising from their service as such.

ARTICLE X. EFFECTIVE DATE

This constitution is dated Tuesday, May 23, 2017. It will supersede all other constitutions and will be effective immediately upon approval by members.