CABA

Cuban American Bar Association

**SIXTH AMENDED AND RESTATED BYLAWS**

**CUBAN AMERICAN BAR ASSOCIATION, INC.**
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## ARTICLE I
## NAME

The name of this corporation (the "Corporation") is:

**CUBAN AMERICAN BAR ASSOCIATION, INC.**

## ARTICLE II
## PURPOSE

The purpose of this Corporation shall be to:

1. Bring together by association, communication and organization, lawyers of Cuban American origin or descent and all others who support the stated purposes of this Corporation;

2. Promote the interests of lawyers of Cuban American origin or descent and all others who support the stated purposes of this Corporation;

3. Provide for the exchange of information and ideas related to the practice of law among the members of this Corporation in order to enhance their knowledge and improve their skills;

4. Provide resources, and enhance opportunities, for the education of future attorneys, including those of Cuban American origin or descent;

5. Support, and work for the improvement of the legal system as it exists in Florida and elsewhere;

6. Promote improvements in the administration of justice;

7. Increase the quantity and quality of the services and contributions which the legal profession renders to the community at large, and especially the Cuban American community;

8. Promote equality of our members;

9. Increase diversity in the judiciary and legal community;

10. Serve the public interest, including by improving the study of jurisprudence;

11. Foster respect for the law;

12. Preserve high standards of integrity, honor, and professional courtesy among our peers;

13. Provide equal access to, and adequate representation of, Cuban Americans and all minorities before the courts;

14. Facilitate the administration of justice;

15. Build close relationships among our members;

16. Provide mentoring and scholarships to law students nationally;

17. Support the indigent community through the funding and administration of an effective pro bono legal assistance project and other community programs; and

18. Promote human rights, democracy, and the rule of law in Cuba.

## ARTICLE III
## MEMBERSHIP

Section 1. In General. The Board of Directors (as defined in Article VI) of the Corporation shall determine the eligibility requirements for membership in the Corporation, as well as the continuing eligibility requirements of its members. The membership year runs from October 1st to September 30th of the following year ("Membership Year").

Section 2. Lawyer Members. To be eligible for active membership in the Corporation, and to continue to hold membership herein, a lawyer (a) must be a member in good standing of the Florida Bar or the analogous bar of another state, commonwealth, federal district, or territory in the United States, and (b) must have manifested a genuine interest in, or sympathy with, the purposes of this Corporation as expressed in Article II hereof, as determined by the Board of Directors of the Corporation.

Section 3. Submission for Lawyer Membership. Any person who meets the requirements outlined in Section 2 above may submit a membership application as drafted and approved by the Board of Directors to the Corporation. Upon verification of eligibility by the Corporation as outlined in Section 2 above, the prospective member shall automatically become a member upon the payment of the Corporation's annual dues ("Lawyer Member"). Payment of the annual dues by the Lawyer Member shall vest upon the same all the rights, privileges, and benefits of membership in the Corporation. Such payment shall also be deemed an acknowledgment of the Lawyer Member's assent to the purposes of this Corporation and of the Lawyer Member's intended compliance with all the provisions of these Bylaws.

Section 4. Student Members. Any law school student who meets the requirements outlined in Section 2(b) above and who is currently enrolled and in good standing at their law school may be eligible for membership in the Corporation. An eligible law school under this Section is a law school accredited by the American Bar Association. Upon verification by the Board of Directors into the good standing of the student, the prospective student member shall automatically become a student member upon the payment of the annual dues ("Student Member"). A Student Member may continue to qualify for this membership level until (a) one year following their law school graduation, or (b) upon joining a bar listed in subsection 2(a), whichever occurs first. Payment of the annual dues by the Student Member shall vest upon the same all the rights, privileges, and benefits of membership in the Corporation other than the right to vote and run for office. Such payment shall also be deemed an acknowledgment of the Student Member's assent to the purposes of this Corporation and of the Student Member's intended compliance with all the provisions of these Bylaws. The Board of Directors may reduce or waive annual dues for Student Members.

Section 5. Paralegal Members. To be eligible for active membership in the Corporation, and to continue to hold membership herein, a paralegal (a) must be a certified Registered Paralegal in good standing of the Florida Bar or, in the discretion of the Board of Directors, have similar certification from an analogous bar of another state, commonwealth, federal district, or territory in the United States, and (b) must have manifested a genuine interest in, or sympathy with, the purposes of this Corporation as expressed in Article II hereof, as determined by the Board of Directors of the Corporation.

Section 6. Submission for Paralegal Membership. Any person who meets the requirements outlined in Section 5 above may submit a membership application as drafted and approved by the Board of Directors to the Corporation. Upon verification of eligibility by the Corporation as outlined in Section 5 above, the prospective member shall automatically become a member upon the payment of the Corporation's annual dues

("Paralegal Member"). Payment of the annual dues by the Paralegal Member shall vest upon the same all the rights, privileges, and benefits of membership in the Corporation other than the right to vote and run for office. Such payment shall also be deemed an acknowledgment of the Paralegal Member's assent to the purposes of this Corporation and of the Paralegal Member's intended compliance with all the provisions of these Bylaws.

Section 7. Past Presidents. Any Lawyer Member who completed their term as President of the Corporation is automatically and perpetually a member in good standing of the Corporation ("Past President Member"). A Past President Member shall be vested with the same rights, privileges, and benefits of a Lawyer Member, however, no annual dues shall be assessed or required.

Section 8. Voting. Each Lawyer Member and Past President shall have one (1) vote on all matters presented to the members for a vote. Lawyer Members and Past President Members shall elect the Corporation's Directors, President-Elect, and in limited circumstances, the President. A ballot shall be certified as valid only if the Lawyer Member or Past President Member votes for the total amount of candidates being elected at the Election Meeting (as defined below), as more fully set forth in the ballot. If a ballot is not certified, then it shall not be counted for purposes of the election.

## ARTICLE IV
## SUSPENSION AND TERMINATION OF MEMBERSHIP

Section 1. Definition. For the purposes of these Bylaws, the word "Member" shall mean: Lawyer Members (as described in Section 2 of Article III), Student Members (as described in Section 4 of Article III), Paralegal Members (as described in Section 5 of Article III), and Past President Members (as described in Section 7 of Article III). The phrase "Voting Member" shall mean Lawyer Members (as described in Section 2 of Article III) who have paid the annual dues and are otherwise in good standing, as well as Past President Members (as described in Section 7 of Article III).

Section 2. Suspension for Non-Payment of Dues. Any Member who is in default in the payment of their annual dues by October 1st of each year, shall be automatically suspended from membership in the Corporation for that Membership Year. During the period of their suspension, a suspended Member shall not be permitted to hold any office in the Corporation, to attend any meetings, or to exercise any of the privileges of membership. Payment by a suspended Member of their dues shall automatically restore the suspended Member to full membership and to all of the rights, privileges and benefits thereof.

Section 3. Suspension and Sanction. The Board of Directors of the Corporation shall have the right to suspend and sanction, up to and including expulsion, a Member of the Corporation. A majority vote by the Board of Directors shall be required to suspend or otherwise sanction (other than expulsion) a Member. A two-thirds vote of the Board of Directors shall be required to expel a Member. A Member suspended by the Board of Directors shall be automatically reinstated at the expiration of the period of suspension, subject to otherwise complying with the eligibility requirements set forth in Article III. A Member expelled by the Board of Directors may petition for readmission after the lapse of one (1) year following the effective date of the expulsion and, upon a majority vote of the Directors, become eligible for membership, subject to otherwise complying with the eligibility requirements set forth in Article III. Notwithstanding anything herein to the contrary, the Board of Directors of the Corporation shall give all Members reasonable notice (no less than five (5) business days) and the opportunity to be heard prior to suspending, expelling, or otherwise sanctioning a Member.

## ARTICLE V
## FEES AND ASSESSMENTS

Section 1. General. Every Member, at the time of their admission to membership in the Corporation, shall pay the annual dues for the Membership Year for which they are admitted.

Section 2. Fixed by the Board. The annual dues shall be such amount as shall be fixed by the Board of Directors and shall become due and payable on or before the first day of the Membership Year. The Board of Directors may fix annual dues for differing amounts based on categories such as type of membership, years in the legal profession, and similar considerations. Pro-rated membership dues may be permitted at the discretion of the President.

## ARTICLE VI
## BOARD OF DIRECTORS

Section 1. Powers. The business of the Corporation shall be managed and its corporate powers shall be exercised by its Board of Directors, except as otherwise provided by statute or by the Articles of Incorporation.

Section 2. Number. The Board of Directors shall consist of fifteen (15) Lawyer Members: twelve (12) Directors plus the President, the President-Elect, and the Immediate Past President ("Board of Directors"), each of which shall have one (1) vote at all meetings of the Board of Directors. The number of Directors to be seated in the upcoming Membership Year may be increased or decreased by a majority vote of the Board of Directors but shall never be less than three (3).

Section 3. Qualification. Any Lawyer Member who wishes to run for a seat on the Corporation's Board of Directors must meet the following minimum qualifications:

(a) be a member, in good standing of the Florida Bar or an analogous bar of another state, commonwealth, federal district, or territory in the United States;

(b) be a Lawyer Member, in good standing, of the Corporation for three of the immediately preceding five years;

(c) not be employed by the Corporation or any of its related entities including, but not limited to, the Cuban American Bar Association Pro Bono Project, Inc., or the Cuban American Bar Foundation, Inc.;

(d) not hold or is not currently qualified to run for Public Office as defined in Section 15 of Article VII; and

(e) have served as a Director for four (4) of the immediately preceding six (6) years to run for the position of President-Elect or President.

Section 4. Election and Term of Office. The Directors and President-Elect elected to the Board by the Members shall be elected by the Voting Members at a meeting of the Members of the Corporation for the election of Directors held in November or December of each calendar year ("Election Meeting"), except as provided in Sections 5 and 6 of this Article. At each Election Meeting, the Lawyer Member receiving the greatest number of votes for President-Elect shall prevail in that election. At each Election Meeting, the

Lawyer Members receiving the greatest number of votes, up to the number of Directors to be elected, shall be the Directors. Assuming the current number of Directors, twelve (12), each slate of six (6) Directors shall hold office for a term of two (2) years until the then succeeding Election Meeting, or until their successor is elected and qualified, or until their earlier resignation by written notice to the Secretary of the Corporation, or until their removal from office. Should the number of Directors to be seated in the upcoming Membership Year be increased or decreased as provided in Section 2 of this Article, the Board shall make every effort to maintain equal-sized slates of Directors at each Election Meeting and, without exception, at least one Director must be elected at each Election Meeting. Once elected at the Election Meeting, the Board of Directors shall take office on January 1 of the year following the date of the Election Meeting. The Board of Directors, in its discretion, may institute secure online or remote voting and may otherwise dispense of any requirement for in-person, physical presence at the Election Meeting as a requirement for voting.

Section 5. Vacancies. Only Lawyer Members shall be eligible to fill any vacancy as outlined in this Section.

(a) Director Vacancy. Any Director vacancy occurring in the Board of Directors, shall be filled by the Lawyer Member with the next highest number of votes from the Election Meeting immediately preceding the date of the vacancy. In the event of multiple Director vacancies, such vacancies shall be filled in the same manner as set forth above, in the respective order of highest to lowest number of votes. If there are no remaining individuals from the Election Meeting to fill a vacancy, the vacancy shall be filled by an affirmative vote of the majority of the Board of Directors at the next meeting of the Board of Directors. A Director appointed to fill a vacancy shall serve until the next election, at which point said Director must run for re-election should they wish to remain on the Board of Directors. In the event there are more than six (6) Director seats scheduled to be on the ballot at an annual meeting of the Members, the six (6) Director candidates receiving the highest number of votes at the Election Meeting shall serve a two (2) year term. All other members of the Board of Directors elected at the Election Meeting shall serve a one (1) year term.

(b) President Vacancy. Any vacancy of the President after the same has assumed office, immediately shall be filled by the current President-Elect and shall, thereafter and for all purposes, be considered President under these Bylaws.

(c) President-Elect Vacancy. Any vacancy of the President-Elect after the same has assumed office, shall be filled *pro tempore* by an affirmative vote of the majority of the Board of Directors at a special meeting open to the Members. The President-Elect *Pro Tempore* shall have all the rights, duties, and privileges of the President-Elect as defined by Section 6 of Article VII, except that the President-Elect *Pro Tempore* shall not thereafter serve as President of the Corporation unless elected to serve in that role (either as a result of an election for President or President-Elect). Such vacancy shall further cause the Corporation to hold an election for President at the Election Meeting of that year, in addition to the election for President-Elect and Directors. At such an Election Meeting, the person receiving the greatest number of votes for President shall prevail in that election and shall take office on January 1 of the year following the date of the Election Meeting.

(d) Immediate Past President Vacancy. Any vacancy of the Immediate Past President after the same has assumed office, shall remain vacant until filled by succession as described in Section 7 of Article VII.

Section 6. <u>Removal</u>. At a special meeting of the Board of Directors, duly called expressly for that purpose as provided in these Bylaws, any member of the Board of Directors, by an affirmative vote of two-thirds (⅔) of the entire Board of Directors, may be removed from office, and the remaining members of the Board of Directors, in the manner provided in these Bylaws, shall fill any vacancy or vacancies created by such a removal, with the exception of the Immediate Past President, which shall remain vacant as provided for in Section 5 of this Article. A majority of the disinterested members of the Executive Board shall have the ability to temporarily suspend the member of the Board of Directors who is the subject of the special meeting on removal, pending resolution of that meeting

Section 7. <u>Place of Meetings</u>. Meetings of the Board of Directors of the Corporation, regular or special, may be held either within or outside of the State of Florida.

Section 8. Regular Meetings. The Board of Directors shall hold a regular meeting each month for the consideration of any business that may be properly brought before the meeting. Every year at the January regular meeting of the Board of Directors, the Board of Directors shall elect the officers of the Corporation other than the President, President-Elect, and Immediate Past President.

Section 9. Special Meetings. Special meetings of the Board of Directors may be called by any three (3) members of the Board of Directors or by the President on three (3) days' written notice to each director, either personally, by mail or electronic mail. Notice of any special meeting of the Board of Directors need not be given to any member of the Board of Directors who signs a waiver of notice either before or after the meeting. Attendance by a member of the Board of Directors at a special meeting shall constitute a waiver of notice of such special meeting, except where a member of the Board of Directors attends the meeting for the express purpose of objecting to the transaction of any business because such special meeting is not lawfully convened.

Section 10. Quorum. A majority of all the members of the Board of Directors shall constitute a quorum during a meeting of the Board of Directors for the transaction of business. Members of the Board of Directors participating by teleconference, which includes video or phone conferencing, shall be considered present for the purpose of establishing a quorum. An affirmative vote of the majority of the members of the Board of Directors present at a meeting where a quorum is present shall be deemed an authorized act of the Board of Directors. If a quorum shall not be present at any meeting of the Board of Directors, a majority of the member of the Board of Directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 11. Committees. The Board of Directors, except as provided in 11(a) and (b) below, by resolution passed by a majority of the Board of Directors may designate from among Members, one or more other committees, which committees, to the extent provided in such resolution, shall have and exercise such authority as the Board of Directors may designate; provided, however, that no such committee shall have the authority to approve or recommend to the Members actions or proposals required by law to be approved by the Members, designate candidates for the Board of Directors, to fill vacancies on the Board of Directors or any committee thereof, or amend the Bylaws.

(a) The Board of Directors shall have a Past Presidents Advisory Committee ("PPAC") comprised of not less than five (5) and not more than seven (7) Past President Members. The PPAC shall be responsible for advising the Board of Directors on important matters affecting the organization. The Immediate Past President may not serve on the PPAC. The President shall appoint three (3) of the members to the PPAC for a one (1) year term each, and the other four (4) members of the PPAC shall be elected by the Past President Members at large for a two (2) year term each at the first meeting of the PPAC in January. There shall be no term limits for any of the members who serve on the PPAC. The PPAC shall be chaired by one of the Past Presidents of the PPAC as elected by the PPAC for a two (2) year term.

(b) The Board of Directors may create individual chapters of CABA in the law schools as determined by the Board of Directors. Such Chapters shall report to a CABA Law School Chapter Committee Liaison Chair who serves on the Board of Directors of CABA.

Section 12. <u>Presence at Meetings</u>. Attendance by the members of the Board of Directors is required at all regular meetings of the Board of Directors. Any absence by a member of the Board of Directors, without approval of the President, from two (2) consecutive regular meetings or from three (3) regular meetings during a calendar year, shall be conclusively deemed a resignation by such a member of the Board of Directors. Attendance at a regular or special meeting of the Board of Directors by individuals other than a member of the Board of Directors or a current member of the PPAC shall require the consent of the President.

Section 13. <u>Consents</u>.

(a) Unanimous Consent. Any action of the Board of Directors or a committee, as the case may be, which is required or permitted to be taken at a regular or special meeting, may be taken without a meeting if the entire Board of Directors or of the committee consents, as the case may be, and the action is filed in the minutes of the proceedings of the Board of Directors (a "Unanimous Consent"). A Unanimous Consent shall be permitted for action taken via electronic communication, provided, however, that the terms of Section 13(a) of this Article are otherwise satisfied.

(b) Majority Consent. Any action of the Board of Directors or a committee, as the case may be, which is required or permitted to be taken at a regular or special meeting, may be taken without a meeting if: (i) the Board of Directors or of the committee, as the case may be, consent to the action to be taken, (a "Majority Consent"), (ii) a special meeting of the Board of Directors cannot be called because of the exigency of the circumstances, (iii) at least twenty-four (24) hours' notice of the action to be taken is given to the Board of Directors, and (iv) the action is filed in the minutes of the proceedings of the Board of Directors which immediately follows. A Majority Consent shall be permitted for action taken via electronic communications, provided, however, that the terms of this Section 13(b) of this Article are otherwise satisfied.

Section 14. Meetings. The Board of Directors may permit any or all members of the Board of Directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all members of the Board of Directors participating may simultaneously hear each other during the meeting such as by teleconference or video conferencing platform. A member of the Board of Directors participating in a meeting by these means is deemed to be present in person at the meeting.

Section 15. Resignation. Any member of the Board of Directors may resign from the Board of Directors at any time by giving written notice to the Board of Directors, the President, or the Secretary of the Corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

For purposes of these Bylaws, "Public Office" shall mean any elective federal or state position with the authority to exercise the sovereign power to an office recognized under a state or the federal constitution or laws, but shall not include any political party offices or persons serving without salary on an appointed board or authority. Any member of the Board of Directors who officially files as a candidate for or is appointed to Public Office, shall be deemed to have resigned as a member of the Board of Directors on the date of having qualified for that Public Office or taken Public Office, whichever is earlier. The Executive Board (as defined below) will have sole authority to resolve any challenges as to the applicability or interpretation of this Section, including whether any position is considered a Public Office.

## ARTICLE VII
## OFFICERS

Section 1. Designation. The Corporation shall have a President, a Vice President, a Secretary, and a Treasurer. The Corporation may also have, at the discretion of the President, additional Vice Presidents (however titled), Assistant Secretaries, and Assistant Treasurers, and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article. One person may hold two or more offices, but regardless of the number of offices held, that person's vote would only count once. Any such officers, other than Subordinate Officers (as defined below in Section 3 of this Article), comprise the "Executive Board." The Immediate Past President and President are also members of the Executive Board.

Section 2. Election. The officers of the Corporation, except such officers as may be elected in accordance with the provisions of Sections 3, 5, or 6 of this Article VII and the Immediate Past President and President, shall be elected annually by the Board of Directors, and each shall hold office until he or she shall resign or shall be removed or otherwise disqualified to serve, or a successor shall be elected and qualified. Officers shall be elected by an affirmative vote of the majority of the Board of Directors at a meeting where a quorum is present. Officers of the Corporation must be current members of the Board of Directors at the time of their election as an officer of the Corporation.

Section 3. Subordinate Officers. The Board of Directors may elect such other officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as the Board of Directors may determine from time to time ("Subordinate Officers"). Subordinate Officers shall not be considered members of the Executive Board.

Section 4. Removal and Resignation. Any officer or Subordinate Officers other than the President, President-Elect, and Immediate Past President, may be removed from their position by an affirmative vote of the majority of the Board of Directors at any meeting where a quorum is present, or by any officer upon whom such power of removal may be conferred by the Board of Directors. Any officer may resign from their position at any time by giving written notice to the Board of Directors, the President, or the Secretary of the Corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies. A vacancy created by resignation or removal, including resignation as outlined in Section 6 of this Article, shall be filled in accordance with Section 5 of Article VI.

Section 6. President-Elect. The President-Elect of the Corporation shall be elected together with the Board of Directors at the Election Meeting. If a member of the Board of Directors files as a candidate to become President-Elect of the Corporation, they shall be deemed to have resigned as a member of the Board of Directors effective as of December 31 of such year. A candidate for President-Elect may not simultaneously seek election to the position of President-Elect and Director, nor in the limited circumstances in which this can occur, seek election to the position of President-Elect and President. The President-Elect shall serve as a member of the Board of Directors for a period of one (1) year and shall thereafter serve as President of the Corporation as otherwise provided for herein. The President-Elect shall take office and have the authority to vote as a member of the Board of Directors on January 1 of the year following the date of the Election Meeting.

Section 7. President. The President shall be the chief executive officer of the Corporation and, subject to the control of the Board of Directors, shall have general supervision, direction, and control of the business and affairs of the Corporation. In the limited circumstances in which an Election Meeting includes an election for President, a candidate for President may not simultaneously seek election to the position of President-Elect or Director. The President shall: (1) be a member of the Board of Directors and shall preside at all meetings of the members and the Board of Directors; (2) execute all instruments on behalf of the Corporation, except where required or permitted by law to be signed and executed otherwise and except where the signing and execution thereof shall be expressly delegated by the President to some other officer or agent of the Corporation; (3) be an ex-officio member of all the standing and any other committees, if any; (4) have the general powers and duties of management usually vested in the office of the chief executive officer of a Corporation; and (5) have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws. The President shall serve as a member of the Board of Directors for a period of one (1) year and shall thereafter serve as Immediate Past President as otherwise provided for in these Bylaws.

Section 8. <u>Vice President</u>. The Vice President(s) shall have such powers and perform such duties as may be prescribed from time to time by the President, the Board of Directors, or these Bylaws.

Section 9. <u>Secretary</u>. The Secretary shall keep, or cause to be kept, a book of minutes at such place as the Board of Directors may order, of all meetings of the Board of Directors and Members, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at meetings and the proceedings thereof. The Secretary shall give, or cause to be given, notice of all the meetings of the members and of the Board of Directors required by these Bylaws or by law to be given, shall keep the seal of the Corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws. The Secretary shall also be responsible for maintaining a complete and accurate membership roll of the Corporation. The minutes and membership rolls of the Corporation may be maintained in hard copy or electronic format.

Section 10. <u>Treasurer</u>. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, and disbursements. The books of account shall be open at all reasonable times to inspection by any member of the Board of Directors. The books of account of the Corporation may be maintained in hard copy or electronic format.

The Treasurer shall deposit, or shall cause to be deposited, all moneys and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation, shall render to the President and any member of the Board of Directors, whenever requested, an account of all transactions as Treasurer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

Section 11. Compensation. The officers of the Corporation shall serve without compensation. The officers or any member of the Board of Directors may, upon approval by the Board of Directors, be reimbursed for their actual and necessary expenses, if any, incurred while engaged in the business of the Corporation.

## ARTICLE VIII
## AMENDMENTS

These Bylaws may be amended, altered, or rescinded at any meeting of this Corporation by a majority of the Voting Members who cast a ballot; provided, however, that a copy of such proposed amendment, alteration, or rescission has been submitted in writing to the Board of Directors for its consideration and recommendations prior to the session of the meeting at which the proposed change is to be voted upon, and provided further that notice of such proposed amendment, alteration, or rescission is included in the notice of the meeting mailed or electronically mailed to the Members. Such notice shall include the proposal, together with the recommendation of the Board of Directors, and shall advise the Members that such proposal shall be voted on at said meeting.

Candice Balmori

Candice Balmori, in her capacity as Secretary of the Cuban American Bar Association, Inc.