

**BYLAWS OF THE
RALEIGH HISPANIC AND IMMIGRANT AFFAIRS BOARD**

ARTICLE I. ORGANIZATION

Section 1. Name. The name of the Board shall be the “Hispanic and Immigrant Affairs Board.”

Section 2. Mission Statement. The mission of The City of Raleigh’s Hispanic and Immigrant Affairs Board is to serve as an advisory board to the City of Raleigh with the goal of making Raleigh a more welcoming city by making social, economic, and vocational pursuits accessible to all. The Board will create opportunities for collaboration and engagement with Hispanic and immigrant communities in Raleigh and Wake County.

Section 3. Membership. The Board will have seventeen (17) members which includes eight (8) regular Professional Members and seven (7) regular Community Members. In addition to these fifteen (15) regular Board members, the City Council may also appoint two (2) alternate members to the Board to consist of one (1) Professional Member alternate and one (1) Community Member alternate.

Alternate Members

Alternate members are full members of the Board subject to the same eligibility criteria and requirements. An alternate member shall only have the right to vote when replacing a regular Board member who is absent or unable to vote due to a conflict of interest. Service as an alternate member will not count against the member for purposes of the rules against consecutive service on boards and commissions.

Professional Member

An individual who works for an organization that provides direct service to the Hispanic or Immigrant Community within Raleigh/Wake County. If a Professional Member no longer works for the organization for which that member was appointed to represent, they may remain as a Professional Member if they meet the eligibility criteria in their work with another organization; otherwise, that membership position shall become vacant.

Community Member

An individual who lives in Raleigh and identifies with the Hispanic or Immigrant Community

ARTICLE II. OFFICERS

Section 1. Number. The elected officers of the Board shall consist of two Co-Chairs (one Professional Member and one Community Member) and a Secretary.

Section 2. Election and Term. The majority of the Board shall elect the Co-Chairs and Secretary for a one-year term. No officer elected shall exceed two terms in the same capacity. Election of the Co-Chairs and Secretary shall occur at the Annual Retreat with their terms of office to begin at the conclusion of the Annual Retreat at which they are elected. Officers shall maintain their position until their removal, resignation, disqualification, or when their successor is chosen in the next election.

Section 3. Removal.

Removal of Officers

Any officer elected may be removed by the vote of two-thirds of the members of the Board with or without cause at any regular or special meeting of the Board, but no vote for the removal of an officer shall be effective unless notice of the proposed removal has been given to the

members of the Board at least 10 days in advance of the meeting. Such notice shall be sent by an elected officer at the request of the members proposing the removal.

Removal of Members

The Board may recommend the removal of a Board member for cause, including but not limited to lack of attendance or misconduct, upon a majority vote of the Board and written notice to the City Council requesting removal including the reason(s) for removal. Any member of the Board who is absent without being excused from three (3) consecutive meetings may be removed or replaced by the Council upon recommendation of a Co-Chair or other officer.

Section 4. Vacancies. In the case of any officer vacancy, nominations for election for the vacant officer position shall be submitted to the Board at least thirty (30) days before the election will be held. In the case of a member vacancy, an alternate member may serve for the remainder of the term.

Section 5. Duties of the Co-Chairs. The Board will have two Co-Chairs (one Professional Member and one Community Member). The Co-Chairs shall be the principal and executive officers of the Board. A Co-Chair shall preside at all meetings of the Board, with the Co-Chairs presiding at alternating meetings or in the absence of the other Co-Chair. The Co-Chairs shall represent the Board before the Raleigh City Council and in the community.

The Co-Chairs shall have the power to create and appoint committees and their chairs upon recommendations for membership to committees. The Co-Chairs shall serve as ex officio members of all committees created by the Board. The Co-Chairs shall perform all above duties related to the office of Co-Chair and such other duties as may be prescribed by the Board from time to time.

Section 6. Secretary. The Secretary shall record the minutes of each regular and special meeting of the Board. For regular meetings, the Secretary shall make the minutes available to the Board within seven (7) days after each meeting. The Secretary shall make a final draft of those minutes available to the Board at least seven (7) days before the next regular meeting.

Section 7. Delegation of Duties of Officers. If neither Co-Chair is present at a Board meeting, the Secretary shall preside at the meeting. In case of the absence of any elected or appointed officer of the Board, or for any other reason deemed sufficient, the Board may delegate the powers of such officer to any member of the Board.

ARTICLE III. MEMBERS

Section 1. Terms. An appointed member may serve on the Board for no more than three (3) two-year terms in succession. Each Board member term shall be based on a two-year term with the possibility of reappointment.

Section 2. Attendance. Attendance and participation at scheduled meetings are a primary duty and responsibility of Board membership. Any member of the Board who is absent without being excused from three (3) consecutive meetings may be removed or replaced by the Council upon recommendation of a Co-Chair or other officer.

Section 3. Excused absences. An excused absence shall be recorded in the minutes of the meeting for which the absence has been excused.

ARTICLE IV. COMMITTEES

Section 1. Standing Committees. Standing committees of the Board shall report to and be accountable to the Board and the Co-chairs. Committee chairs shall be appointed by the Board Co-chairs. The Standing committees shall have the broad duties and responsibilities as outlined

in these bylaws and maintain permanent status unless removed according to these bylaws. Board members shall serve on at least one standing committee. Standing committees inform, advise, and make recommendations to the Board on matters affecting the Board as necessary to improve and fulfill the Board's mission and to ensure compliance with applicable law.

The standing committees of the Board are: Communications, Community Engagement & Celebration, Economic Development, and Social Justice and Public Safety Committees. Each standing committee is more specifically defined below:

Communications Committee: The Communications Committee writes and edits the Board newsletter that is published in hard copy and digitally. This committee is also responsible for Board promotions, updating the e-mail group, and all Board publications.

Community Engagement and Celebration Committee: The Community Engagement and Celebration Committee establishes relationships, both formal and informal, with organizations, associations, cultural groups, and residents of the City; communicate with members of the community; and find ways to effectively communicate and engage the community.

To promote and celebrate all residents of Raleigh, the Board and its members will actively participate and host local cultural events.

Economic Development Committee: The Economic Development Committee advises City Council on job creation, economic development, finance issues, access to capital, and small business promotion focusing on the Hispanic and Immigrant community in Raleigh. The committee assists the City Council in collaboration with City, County, regional, national, and international individuals and organizations to welcome all people.

Social Justice and Public Safety Committee: The Social Justice and Public Safety Committee's goal is to cultivate the trust and participation of the Hispanic and Immigrant community with public safety and other government entities and monitor systems of power and their impacts on the Hispanic and Immigrant community. The committee promotes healthy and equitable relationships between institutions, City, County and State agencies, and members of the community. It also identifies issues, provides recommendations, and supports initiatives affecting the safety of Hispanic and Immigrant communities to educate agencies about these issues. The committee focuses on civil rights, housing, rapid response, and environmental justice.

Section 2. Standing Committee Policies and Procedures. Standing committees may adopt policies and procedures to facilitate their duties. Any policy or procedure of a standing committee is subject to the review, coordination, and approval by the Board. Reports and recommendations by a standing committee to the Board shall be submitted in writing in advance of the Board meeting at which any action may occur relating to the report or recommendation. The City of Raleigh will provide such administrative support and assistance as may be required.

Section 3. Committees. The Board may create other committees as needed. The Board shall prescribe the duties and duration of such committees in writing at their formation and their charter entered in the Board's policy manual.

Section 4. Term of Service and Review. The term of service for each committee member shall begin at the conclusion of the Annual Retreat, or when appointed, and shall expire at the conclusion of the following Annual Retreat or upon completion of the work required by a task force matter, whichever occurs first. Committees are reviewed by the Co-Chairs and Secretary annually, or more frequently as needed, and renewed by a vote of the Board at the Annual Retreat.

ARTICLE V. MEETINGS OF THE BOARD

Section 1. Regular Meetings. Regular meetings shall be held not less than quarterly, at the time and place determined by the Board at the Annual Retreat.

Section 2. Special Meetings. Special meetings may be called at any time by a Co-chair or by any three members of the Board, by causing a written notice, setting the time, place, and purpose of holding such meeting and signed by the person or persons calling the meeting. Only those items of business specified in the notice may be transacted at a special meeting. Board Co-Chairs shall prepare or cause to be prepared written or electronic notices of any special meeting of the Board as required by law. All special meetings will be held according to N.C. Gen. Stat. §160A-71 and Article 33C of Chapter 143 of the North Carolina General Statutes.

Section 3. Annual Retreat. The Annual Retreat is a regular Board meeting and will be held before the start of the new fiscal year.

The agenda of the Annual Retreat will include:

- Elect Board Co-Chairs and Secretary
- Establish committee membership
- Set the calendar of regular meetings
- Provide an annual report of accomplishments and activities of the Board
- Report the annual attendance of each Board member
- Receive Board members' conflict of interest disclosure statements, and
- Transact such other business as deemed necessary and appropriate

Section 4. Notice of Meetings. In addition to notice of regular meetings during the Annual Retreat, the Co-chairs shall provide public notices stating the time and place of any additional regular meeting or special meeting as required by N.C. Gen. Stat. §143-318.12(b).

Section 5. Conduct of Meetings. All meetings shall be open to the public. Any question concerning parliamentary procedure at meetings shall be determined by reference to the most recent edition of *Robert's Rules of Order* except where such rules conflict with the laws of the State of North Carolina, ordinances of the City of Raleigh, or these Bylaws. *Robert's Rules of Order* may be suspended by a two-thirds vote of the Board members present at any meeting. Except as otherwise provided in these Bylaws, the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Board.

Section 6. Quorum. A majority of the voting membership of the Board, excluding vacant seats, shall constitute a quorum. A member who has withdrawn from a meeting without being excused by a majority vote of the remaining members present shall be counted as present for purposes of determining whether a quorum is present.

Section 7. Voting. Each Member shall be entitled to one vote on each matter submitted to a vote at a meeting of the Board. Voting on all matters shall be by voice vote or show of hands. Silence or failure to vote by a Member shall be counted as an affirmative vote on the matter before the Board. The Secretary shall record the votes on all matters in the meeting minutes. Any member who has an interest in any official act or action before the Board shall publicly disclose on the record such interest and withdraw from any consideration of the matter.

ARTICLE VI. GENERAL PROVISIONS

Section 1. Amendments. The amendment of these Bylaws shall require the affirmative vote of two-thirds of the members of the Board. Proposed amendments shall be submitted in writing to the Co-Chairs at least ten days prior to the next scheduled meeting. The Co-Chairs shall distribute the proposed changes to the membership at least seven days prior to that meeting. No bylaw change is effective until approved by the Raleigh City Council.

Section 2. Nondiscrimination Policy. The Hispanic and Immigrant Board, its agents, officials, directors, officers, members, representatives, agree not to discriminate in any manner or in any form the administration of its policies, programs, or in access to or treatment in any other program based on actual or perceived age, mental or physical disability, sex, religion, creed, race, color, sexual orientation, gender identity or expression, familial or marital status, economic status, veteran status or national origin in connection with the administration of its policies, programs, or in access to or treatment in any other program or its performance.

Hispanic and Immigrant Board agrees to conform with the provisions and intent of Raleigh City Code § 4-1004 in all matters related to the administration of its policies, programs, or in access to or treatment in any other program. This provision is incorporated into these Bylaws for the benefit of the City of Raleigh and its residents and may be enforced by an action for specific performance, injunctive relief, or any other remedy available at law or equity.

Section 3. Conflict of Laws. If any provision within these Bylaws conflicts with any applicable Federal, State, or local law, statute, ordinance, rule, or regulation, the applicable law, statute, ordinance, rule, or regulation shall supersede said provision and control.

This the 23rd day of April, 2022.



Secretary