



## **2010 ELECTIONS GUIDELINES**

These Guidelines are intended to facilitate the active involvement of Regular Members and Affiliates in the HNBA leadership succession through the elections process in a way that encourages strategic, long-term thinking about the HNBA's future. They are consistent with the newly Amended and Restated HNBA Bylaws, which were developed with both leadership succession and sound governance in mind. The ultimate goal is to ensure that the HNBA continues to realize its goals on a national scale and to exercise leadership on issues of importance to the Hispanic community and the Nation.

### **I. TIMETABLE FOR ELECTIONS DICTATED BY THE HNBA BYLAWS**

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| April 20:     | Deadline for HNBA members to submit self-nominations in response to call for nominations;  |
| April 25:     | Nominations Committee completes its evaluation of candidates for HNBA Office and nominates slate;  |
| April 30:     | Secretary announces candidates nominated by Nominations Committee and advises the membership of the process for nominations by petition;   |
| May 31:       | Deadline for candidates to submit nomination petitions;  |
| May 31:       | Deadline by which members must be in good standing in order to be able to vote in the election. Members who have not paid their dues for the current calendar year must do so by this date to qualify to vote; |
| June 8 to 23: | Ballots will be mailed to members and Affiliates by first class mail or electronically by no earlier than June 8 and no later than June 23;  |
| July 31:      | Date by which ballots must be post-marked or, if e-mailed, time-stamped in order to be counted;  |
| August 15:    | Latest possible date for tallying of ballots;  |
| August 20:    | Latest possible date for submission of challenges and/or disputes to the Elections Board for resolution.   |

## II. CANDIDATE STATEMENTS AND CAMPAIGNING

- A. **Statement Content.** Each candidate's statement should set forth the following information:
- Candidate's professional biography, including dates and jurisdictions of admission to the Bar, and an affirmation that the candidate is in good standing and has not been disciplined in any jurisdiction where admitted;
  - Prior service to the HNBA, affiliate organizations and other qualifications;
  - Reasons for running for office;
  - With respect to the position sought, the candidate's goals for the HNBA;
  - Discussion of the challenges and opportunities the candidate believes the HNBA will face in the coming year in particular relative to the office sought;
  - Discussion of how the candidate anticipates accomplishing his/her HNBA Goals, especially with respect to the office sought.
- B. **Length of Statement.** A candidate statement must contain no more than 800 words.
- C. **Use of Noticias, HNBA Web Site, Etc.** The HNBA will post candidate statements on its website by no later than June 19. If possible, the print issue of *Noticias* published in mid-June will also include the statements of candidates in contested races.
- D. **Integrity in Campaigning:** Candidates must maintain the highest degree of integrity in their solicitation of votes for elected office ("campaign"). All election related communications made by candidates must reflect the highest degree of honesty, candor and ethics in accordance with their oaths as Officers of the Court. All election related communications made by a candidate campaigning for office, including requests for endorsements, cannot be signed by the candidate in his or her capacity as an Officer of the HNBA or member of HNBA Board of Governors. However, candidates are free to identify their current and prior service to the HNBA as part of their qualifications for elective office. Use the HNBA letterhead or logo for any campaign purpose is prohibited.
- E. **Refusal to Publish:** The Election Board, in its sole discretion, may refuse to accept any information for publication or posting on the HNBA website, if such communication is deemed to **be offensive, derogatory or misleading** by the Elections Board.
- F. **Mailing Labels:** The HNBA does not release copies of its electronic membership list for purposes of campaigning. Any candidate may request HNBA member

mailing labels for direct mailing purposes. Candidates may be charged for these labels at cost.

### III. ENDORSEMENTS

- A. **General Policy.** The active participation of Regular and Affiliate Members in the elections process is essential to a vibrant and progressive organization. To assist rather than hinder the process, however, endorsements should be the result of careful and considered evaluation of competing candidates' relative qualifications for the offices they seek.
- B. **Who May Endorse.** Any Regular Member or Affiliate Member in good standing may endorse any candidate, except that no member of the Elections Board may officially or unofficially endorse any candidate whether or not in a contested election for a particular office. Candidate materials, including candidate statements, may contain a list of endorsements. Endorsement by individuals who are not HNBA members in good standing and by organizations, associations, and groups that are not HNBA Affiliates are prohibited. Candidates must provide written evidence of endorsement by Regular Members to the Election Board before those endorsements can be listed on the HNBA website.
- C. **Endorsements by Affiliates:** To the extent Affiliates choose to endorse candidates, the HNBA requests that the Affiliates use a neutral process and evaluate the qualifications of all candidates running for each contested office. The HNBA encourages its Affiliates to consider candidates' endorsement requests during the period June 1 to June 15, after all candidates for office are known. Affiliates endorsing candidates must notify the Election Board in writing of its endorsement decisions by no later than June 15. *No Affiliate endorsements should be announced by a candidate or the endorsing Affiliate before June 15. To the extent an Affiliate endorses a candidate without considering his or her opponent through the same process resulting in the endorsement, the Affiliate must disclose that other candidate(s) running for the same office were not considered and state the reasons why (e.g., only one candidate requested the endorsement) in any materials and communications citing its support of the endorsed candidate.*
- D. **Factors to Consider in Evaluating Candidates.** As a national, multi-million dollar non-profit, HNBA should be led by outstanding attorneys of high integrity and proven leadership skills. The following attributes, among others, should be considered in evaluating candidates seeking personal or Affiliate endorsements:
- **Leadership.** Candidates for HNBA officer positions must have demonstrated proven leadership skills in their work for HNBA, local Affiliates or in their other community and professional activities.
  - **Vision.** Candidates must have demonstrated through their previous contributions the ability and vision to preserve and enhance the HNBA's

performance as a national organization with the influence and stature to represent the interests of Hispanic attorneys nationwide and to advocate for the Latino community on important policy issues.

- **Commitment.** Candidates must have demonstrated a true commitment to the work of HNBA, and candidates for officer positions should have demonstrated prior significant involvement in the HNBA or one of its Affiliates. Candidates for President-Elect must have served at least three full years on the HNBA Board of Governors.
- **Diversity.** The HNBA encourages broad diversity on its Board of Governors, including but not limited to gender, ethnicity, cultural, and geographic diversity in order to best represent its membership.
- **Personal Integrity and Trust.** Candidates must have demonstrated in all of their professional and personal activities the highest standards of personal integrity and trust.
- **Public Relations Skills.** A key objective of HNBA is to advocate for and promote the interests of Hispanic legal professionals and the Latino community nationwide. Accordingly, all candidates for officer positions should have demonstrated outstanding writing, public speaking, advocacy and public relations skills.
- **Flexibility, Availability and Resources:** The HNBA has a very small paid staff. In order for the organization to be effective, all members of the Board of Governors must be prepared and able to make a significant investment of time to further the HNBA's programmatic and advocacy goals. Because the HNBA does not have the budget to cover the travel expenses of Board members or to waive registration fees for events such as Convention,<sup>1</sup> Board members and/or their employers must also be prepared to commit financial resources. The time required of persons serving in Executive Committee positions (the President, President-Elect, Vice Presidents, Secretary, Treasurer and General Counsel) is particularly significant. Affiliates should inquire about each candidate's ability to make the significant time investment that is required to be an effective HNBA Officer. With respect to candidates for President-Elect, Affiliates should assess whether the candidate has the ability and resources to travel frequently, and the time to handle essentially another full time job, and still be able to meet his or her professional responsibilities.

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<sup>1</sup> There is a modest travel allowance for the President and President-Elect, who must travel extensively, and for the President of the Law Student Division. Consistent with HNBA tradition, the HNBA President and President-Elect travel allowance may only be used for travel to the Regions, for speaking engagements and to sponsor meetings, but not for travel to HNBA Board meetings or events. All members of the Board of Governors, including the President and President-Elect, are expected to participate in HNBA events such as the Convention, the Corporate Counsel Conference, and Legislative Day and to pay for their own registration fees.

- **Allegiance to the HNBA.** Affiliates should inquire about the professional background of the candidates and examine whether a candidate's allegiance, judgment, or ability to raise funds for the HNBA would be compromised or conflicted by duties or responsibilities owed to existing professional or business interests.

#### IV. VOTING AND CHALLENGES

- A. **Record Date.** Only Regular Members or Affiliate Members whose membership dues have been received by the HNBA by June 1 shall be allowed to vote in the elections. *See* HNBA Bylaws, Article II, Section 4.
- B. **Mailing of Ballots.** Ballots may be mailed by first class mail or by electronic mail by no earlier than June 8 and no later than June 23. *See* HNBA Bylaws, Article XI, Section 5(c).
- C. **Voting.**
1. ***Voter Identification.*** Ballots representing an individual's vote must show the name of the individual voting (and, in the case of paper ballots, a signature) in order to be counted.
  2. ***Receipt of Ballots.*** Ballots must be postmarked or e-mailed by no later than July 31, 2009 in order to be counted. *See* HNBA Bylaws, Article XI, Section 5(d).
  3. ***Counting of Ballots, Notification to Candidates, Certification of Results.*** No later than August 15, the Elections Board must count and tally the ballots, at a time and place that is disclosed on the ballots. Any candidate or representative of the candidate may be present when the Elections Board counts and tallies the ballots. *See* HNBA Bylaws, Article XI, Section 5(c). The Elections Board will announce the results to the President and the candidates within two days of tallying the ballots. A public announcement of the election results will be made and the results will be certified by the Secretary as soon as practicable after the deadline for challenges. *See* HNBA Bylaws, Article XI, Section 5(g), Section 6 and *infra*.
- D. **Challenges:** All challenges or disputes regarding the conduct of the election shall be submitted to the Elections Board in writing within five (5) days from the date that the Chair of the Election Board notifies the candidates of the results by. The Election Board shall make a determination on any challenges after hearing and reviewing all the evidence at a time and place designated by the Elections Board. All determinations of the Election Board shall be final, binding, and not subject to appeal. The Elections Board shall adopt procedures that in its discretion will provide the highest level of fairness in the presentation of grievances and that provide for a speedy resolution of disputes. If the Elections Board does not

receive a written grievance, dispute, or challenge in writing within five (5) days of counting and tallying the ballots, the Secretary shall certify the results of the elections and the candidates shall be eligible to assume office as provided in these Bylaws. *See Amended and Restated Bylaws, Article XI, Section 6.*

If any dispute extends beyond the date of the annual convention, all candidates that were elected and whose position is not the subject of a dispute of challenge shall be seated as provided in these Bylaws. In such cases, the person declared the winner of an election by virtue of an Election Board determination shall be deemed to be seated upon the release of a Certification by the Secretary.

**Post Election Report.** The Chair of the Election Board and the Executive Director shall prepare a report to the Board within thirty (30) days of the close of election summarizing the results of the election and making any appropriate recommendations for future elections.

**Effect of Guidelines.** As described above, these Guidelines are intended to help HNBA build a strong leadership pipeline for the future and to provide a framework and guiding principles for the election process. The Guidelines do not, and cannot, anticipate every situation that may arise. The HNBA Board of Governors or Executive Committee may amend these Guidelines from time-to-time.